



# THE CONSERVATION BOARD FOR THE COTSWOLDS AREA OF OUTSTANDING NATURAL BEAUTY

## CONSTITUTION

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# **Part 1**

## **Summary**

## **Summary**

### **The Board's Constitution**

This Constitution sets out how the Board operates, how decisions are made and the procedures that are followed to ensure efficiency, transparency and accountability. Some of these processes are required by the rules under which the Board was established, while others are a matter for the Board to choose.

The first part of the Constitution is divided into seventeen Articles that set out the basic principles of the Board's organisation. More detailed procedures and codes of practice are provided later in the document.

The Constitution builds upon the primary enabling legislation of the Countryside and Rights of Way Act 2000 (as amended by the Natural Environment and Rural Communities Act 2006), which provided the Board's purposes. It also builds upon the Board's Establishment Order (Statutory Instrument 1777/2004) (as amended by The Local Government (Structural Changes) (Miscellaneous Amendments and Other Provision) Order 2009 (SI 2009 No. 837)) which provided for the concurrent powers held with the local authorities, operational details over the running of the Board and led to the formal establishment of the Board in December 2004.

### **How the Board operates**

The Board is an independent body composed of thirty seven members. The Secretary of State, the local authorities and parish councils each appoint an allocation or group of members.

It is the Board's duty, in exercising its functions, to have regard to two purposes:

- a) conserving and enhancing the natural beauty of the Cotswolds Area of Outstanding Natural Beauty (Cotswolds AONB), and
- b) increasing the understanding and enjoyment by the public of the special qualities of the Cotswolds AONB.

If there is conflict between these purposes, the Board must attach more weight to conserving and enhancing the AONB.

The Board should also seek to foster the economic and social well-being of the AONB's local communities. In doing so, the Board must co-operate with local authorities and public bodies whose functions include the promotion of economic or social development within the Cotswolds AONB.

The Board is a Non Departmental Public Body funded principally by Government grant distributed by the Department for Environment, Food and Rural Affairs (DEFRA) and by contributions from constituent local authorities.

Members have agreed to follow a code of conduct to ensure high standards in the way they undertake their duties. Arrangements are in place for the investigation and determination of complaints about Members' conduct

All members meet together as the Board. Meetings of the Board are normally open to the public. Here, members decide the Board's overall policies, set the budget each year and settle the Board's main plans.

### **How decisions are made**

Recommendations are made to the Board on policies, the budget and the main plans by the Executive Committee made up of 12 Board members. The Executive Committee is led by the Chairman of the Board. The Executive Committee is also responsible for implementing Board policy. Four sub-committees support the work of the Executive Committee.

Day to day decisions are made by the senior officers of the Board, the Chairman, Vice Chairman and Executive Committee under delegated authority from the Board. Meetings of the Executive Committee and the Sub-Committees are publicised well in advance and are open to the public except where personal or confidential matters are being discussed.

### **The Board's Staff**

The Board employs staff to lead the operation and development of the Board, provide advice, implement decisions and manage the day-to-day delivery of its services.

### **People's Rights**

The Board seeks to foster inclusive involvement in its activities by local people, visitors and anyone with an interest in furthering its aims. The Board welcomes feedback about its decisions and activities.

## **Part 2**

# **Articles of the Constitution**

## **Introduction - The Constitution**

### **The Constitution**

This Constitution, and all its appendices, is the Constitution of the Conservation Board for the Cotswolds Area of Outstanding Natural Beauty (“the Board”).

### **Purpose of the Constitution**

The purpose of the Constitution is to:

- a) enable the Board to exercise its duties, powers and functions to the benefit of the Cotswolds Area of Outstanding Natural Beauty;
- b) enable decisions to be taken efficiently, effectively and transparently, with due regard to probity and equity;
- c) ensure that those responsible for decision-making are clearly identifiable to the public and that they explain the reasons for decisions;
- d) ensure that high standards of probity and ethics are evident in decision-making and all activities of the Board;
- e) act as a signpost to rules and regulations that apply to the Board (e.g. Countryside and Rights of Way Act 2000, Natural Environment and Rural Communities Act 2006, Establishment Order (SI 1777/2004), other legislation).

### **Interpretation and Review of the Constitution**

Where the Constitution permits the Board to choose between different courses of action, the Board will always choose the course which best fits its statutory purposes as set out in the Countryside and Rights of Way Act 2000 (as amended by the Natural Environment and Rural Communities Act 2006) and the Establishment Order SI 1777/2004.

The Board will monitor and evaluate the operation of the Constitution as set out in Article 16.

# **Article 1 - The Board – Purposes, Duties, Powers and Functions**

## **1.01 Founding Legislation**

The Conservation Board for the Cotswolds AONB was set up by the Secretary of State under the Countryside and Rights of Way Act 2000 (the 2000 Act) (as amended by the Natural Environment and Rural Communities Act 2006) and the subsequent Establishment Order, SI1777/2004 (the Order), as amended by SI490/2008 in respect of structural changes to Wiltshire councils and SI1579/2009 in relation to Retirement Benefits.

The Board will exercise all its duties and powers in accordance with the 2000 Act and the Order.

## **1.02 Duties and Purposes of the Board**

It is the duty of the Board, in exercising its functions, to have regard to two purposes:

- a) conserving and enhancing the natural beauty<sup>1</sup> of the Cotswolds Area of Outstanding Natural Beauty (Cotswolds AONB), and
- b) increasing the understanding and enjoyment by the public of the special qualities of the Cotswolds AONB.

If there is conflict between these purposes, the Board shall attach more weight to conserving and enhancing the AONB (the “Sandford” principle).

In pursuing its purposes, the Board shall seek to foster the economic and social well-being of the AONB’s local communities. In doing so, the Board shall co-operate with local authorities and public bodies whose functions include the promotion of economic or social development within the Cotswolds AONB.

## **1.03 Powers of the Board**

The powers of the Board include anything which, in the opinion of the Board, is calculated to facilitate, or is conducive or incidental to:

- a) the accomplishment of the purposes set out above, or
- b) the carrying out of any function conferred on it by the 2000 Act, the Order or any other legislation.

The powers do not include:

- a) the power to do anything in contravention of any restriction imposed by the 2000 Act, or
- b) power to raise money (whether by borrowing or otherwise) in a manner which is not authorised apart from in relation to its purposes or functions.

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<sup>1</sup> Definition of natural beauty from Countryside Act 1968, Section 49(4): “References in this Act to the conservation of the natural beauty of an area shall be construed as including references to the conservation of its flora, fauna, and geological and physiographical features”.



The Board does not have powers to make and distribute profits.

#### **1.04 Functions of the Board**

The Board is required to prepare and publish a Management Plan which formulates its policy for the management of the Cotswolds AONB and for the carrying out of its functions. This must be reviewed at intervals of not more than five years.

The Board initially adopted the Management Plan for 2004 – 2009 prepared by the former Cotswolds AONB Partnership working on behalf of the, then, 17 local authorities. The Board then prepared and published its first plan covering the period 2008-2013. A new plan for 2013-18 is due to be adopted in March 2013.

The 2000 Act also sets out requirements for notification and consultation on changes to the Plan.

Further specific functions which can be transferred from or shared with a local authority to the Board are set out in Part III of the Order.

Where the Board shares local authority powers, it will agree a protocol with the local authorities that describes when, where and how the Board and the local authorities will use each power and how the Board and the local authorities will keep each other informed of each other's plans to use the power.

The Board does not have development plan and development control powers.

#### **1.05 Dissolving the Board**

Section 86(8) of the 2000 Act enables an Establishment Order to be revoked by the Secretary of State. If the Board considers that a Conservation Board is no longer the best way of managing the Cotswolds AONB and Natural England and a majority of constituent local authorities agree, the Secretary of State would consider revoking the Order. In the event that the Board is wound up, the property, rights and liabilities of the Board will be transferred in accordance with the Order of the Secretary of State under Section 88(8) of the Act.

#### **1.06 Amending the Establishment Order**

Section 86(8) of the 2000 Act enables the Secretary of State to amend an Establishment Order. Normally the Secretary of State would not expect to amend an Order unless to make provisions for unforeseen or new issues that the Board otherwise has no means of addressing.

## **Article 2 - Membership of the Board**

### **2.01 Appointment or Election of Board Members**

This Article reflects the job description for Board members agreed by the Board in June 2010.

Arrangements for the appointment of Board members are set out in the Board's Establishment Order.

### **2.02 The Board's Composition**

The Board comprises 37 members: 15 appointed by local authorities, 14 appointed by the Secretary of State and 8 appointed by Parish Councils and Parish Meetings.

Board members are appointed as individuals to the Board. While they may be appointed by a local authority or nominated by an organisation, they are not appointed to the Board to represent that authority or organisation.

The membership of the Board is constructed so that both local and national interests are reflected in its make-up.

### **2.03 The Board's Purposes and Duty**

The Board has two statutory purposes:

- to conserve and enhance the natural beauty of the Cotswolds Area of Outstanding Natural Beauty (AONB)
- to increase the understanding and enjoyment of the special qualities of the AONB

In fulfilling these purposes the Board has a duty to seek to foster the social and economic well-being of local communities in the AONB

### **2.04 Roles and Functions of all Board Members**

The Board can only achieve its purpose effectively if the decisions it takes balance local and national needs, take full account of the statutory purposes of the Board, and lead to realistic actions.

#### **Main Roles:**

to help steer the management of the Conservation Board so that it achieves its purposes and in doing so helps deliver its duty

to help steer the management of the Cotswolds AONB so that it delivers wide benefits to its local communities and the nation.

#### **Main Functions:**

- influence the Board to help it come to informed and balanced decisions;

- act with independence;
- be committed to working in the best interest of the Cotswolds AONB and the Conservation Board;
- accept collective responsibility for the decisions of the Conservation Board;
- use skills, experience and local, regional or national knowledge for the benefit of the Conservation Board;
- collectively be policy-makers and carry out the principal strategic and corporate management functions;
- collectively participate in the development of policy direction, strategic thinking and innovation within the Conservation Board, through the development of management policy, the management plan and the business plan<sup>2</sup>;
- work with Members, staff and stakeholders to apply the principles of sustainable development and the purposes of the Conservation Board to all decision-making;
- seek clarification of policy and action proposals if appropriate;
- approve and monitor programmes to implement the Conservation Board's policies and work programmes;
- challenge proposals that exceed or go against the statutory purposes of the Board and the purposes of the designation of the Cotswolds AONB;
- attend and contribute to regular meetings of the Board, preparing fully in advance of each meeting through reading any papers or briefing material provided;
- be an ambassador for the Conservation Board at the local, national or international level;
- champion the Cotswolds AONB and its Board as an effective mechanism for promoting conservation of the area's natural beauty, increasing public understanding and enjoyment of its special qualities, and maintaining the social and economic well-being of local communities.
- help to promote the profile and effectiveness of the family of Protected Landscapes (AONBs, National Parks and Heritage Coasts) through the work of the Conservation Board, co-operative action such as peer support and review, and co-operation with the work of DEFRA, Natural England, the National Association of AONBs (NAAONB), the English National Park Authorities Association (ENPAA), the Association of National Park Authorities (ANPA) and Europarc.

## **Terms and Conditions**

### **2.05 The Board's Constitution**

The enabling legislation that provided for the establishment of Conservation Boards and defined their purposes and duty was the Countryside and Rights of Way Act 2000. The Board's structure and functions were defined through its own Parliamentary Establishment Order (2004/1777).

The Board has its own Constitution which sets out how the Board operates, how decisions are made and the procedures that are followed to ensure efficiency, transparency and accountability.

### **2.06 Time Commitment**

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<sup>2</sup> Note: A Member's role is to be strategic and not to micro-manage the Conservation Board. Staff are employed to run the business of the Conservation Board, but performance information needs to be available so that Members can be certain that the Conservation Board is delivering against its approved plans.

It is envisaged that members will spend about six days a year working for the Board, although this time commitment may increase if members stand for election and are appointed to the Board's Executive Committee or one of its sub-committees.

## **2.07 Operational Base**

The Board's offices are in Northleach. The main Board meetings are usually held in the Council Chamber at Cotswold District Council's offices in Cirencester. The majority of Executive Committee, Sub-Committee and Working Group meetings are held in Northleach.

## **2.08 Conduct**

Board members will at all times maintain the highest standards of conduct and ethics, and show respect for fellow members, staff and the community. A Members' Code of Conduct has been adopted by the Board in accordance with the Localism Act 2011.

The Board is required to maintain and update a Register of Interests of its members. The Register is available for public inspection at the Board's offices. (Details of the Register are set out in Part 2 of the Members' Code of Conduct in the Constitution.)

Board members will have such rights of access to such documents, information, land and buildings of the Board as are necessary for the proper discharge of their functions and in accordance with the law. The Director may refuse inspection of documents where the documents are, or in the event of legal proceedings would be, protected by privilege arising out of a solicitor and client relationship.

Board members will not make public information which is confidential or exempt without the consent of the Board or divulge information given in confidence to anyone other than a Board member or officer entitled to know it. (For these purposes, "confidential" and "exempt" information are defined in the Access to Information Procedure Rules in Part 3 of the Constitution.)

## **2.09 Allowances**

The determination of allowances and other benefits for Board members is governed by the Local Authorities (Members Allowances) (England) Regulations 2003 (SI 2003/1021).

The Board will decide the types and levels of financial allowances and/or expenses to enable Board members to participate fully in Board activities while being sufficiently economical to avoid damaging the Board's activities or becoming a financial reward for members.

## **2.10 Disqualification of members**

A person is disqualified from becoming or remaining a member of the Board if s/he holds any paid office or employment, appointments to which are, or may be, made or confirmed by:

- a) The Board or any council by whom a local authority member of the Board is appointed;

- b) Any committee or sub-committee of the Board or of any such council;
- c) Any joint committee on which the Board or any such council is represented;
- d) Any parish council for, or parish meeting of, a parish the whole or any part of which is comprised in the Cotswolds AONB;
- e) Any committee or sub-committee of any such parish council or parish meeting;
- f) Any joint committee on which any such parish council or parish meeting is represented;
- g) Any person himself holding an office or employment which disqualifies him from becoming a member of the Board.

A person is also disqualified from becoming or remaining a member of the Board if s/he holds any employment in a company which would be under the control of the Board.

Proceedings for disqualification are set out in the Order and the Local Government Act 1972, Section 92.

### **2.11 Vacation of office for failure to attend meetings**

If a member of the Board fails throughout a period of six months from the date of his/her last attendance to attend any meeting of the Board, its committee, sub-committee, joint committee or any advisory body or meeting, s/he shall, unless the failure was due to some reason approved by the Board before the expiry of that period, cease to be a member of the Board.

### **2.12 Politically Restricted Posts**

Section 13 (4) of the Order and Sections 1 to 3 of the Local Government and Housing Act 1989 provide that a person shall be disqualified from becoming or remaining a member of the Board if s/he holds a politically restricted post under the Board or any other local authority in Great Britain.

Politically restricted posts include head of paid service, statutory or non-statutory chief officers, monitoring officer and any post specified by the employing authority in accordance with the Act.

### **2.13 Person Specification**

Successful candidates for appointment as a Board member will:

- have an appreciation of the English countryside from the point of view of someone who lives or works in it, or simply as someone who enjoys its qualities and wants to see it managed effectively;
- have a good knowledge and an appreciation of the strategic issues facing the Conservation Board;
- be able to see more than one side of every argument and take a balanced view;
- have excellent interpersonal and communications skills;
- be ready to contribute to discussions on how an AONB is managed for the benefit of local people, visitors who come to enjoy it, and for the nation as a whole;
- have the ability to examine and understand recommendations put forward by the Board's staff and Executive Committee;
- have an understanding of how to be an effective committee member and how committees work together to reach decisions;

- be able to take on board briefing material relating to issues affecting local countryside and its communities, draw conclusions from it, and use it effectively in discussion;
- have some time every quarter to attend Board meetings and occasionally other events associated with the management of some of England's finest countryside;
- have an awareness of social inclusion and diversity issues in relation to the Conservation Board;
- be prepared to undergo training in order to be a more effective Board member;
- not necessarily hold qualifications in countryside related subjects.

It is desirable that members should have experience or knowledge of one or more of the following:

- landscape;
- climate change;
- natural history/biodiversity;
- countryside recreation/tourism;
- land use/land management;
- agriculture/forestry;
- conservation;
- rural economy;
- rural society/culture/heritage;
- government policies for the countryside;
- sustainable development;
- national, regional and local policies for rural areas.

Successful candidates are unlikely to:

- be so focused on single issues that they cannot see the bigger picture;
- believe that those who live in urban areas cannot, by definition, understand or appreciate the countryside;
- believe that the needs of conservation, recreation, and economic growth automatically conflict with each other

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## 2.14 **Honorary Patron**

The Board may appoint a Patron, an honorary position given in recognition of service to the Cotswolds AONB.

The Patron may take an interest in work of the Board, attend meetings of the Board, its committees and sub-committees, represent the Board at functions, give keynote speeches in support of the Board and chair forums.

The Patron may be invited by the Chairman to take part in Board debates but will not be entitled to vote as a member of the Board or act in any executive capacity.

## Article 3 - People and the Board

### 3.01 Involving People

There is a deep appreciation of the qualities of the Cotswolds and of what makes the area an essential part of national heritage for people who live and work here and for the millions of visitors attracted from home and abroad.

The Board seeks to foster inclusive involvement in its activities by local people, visitors and anyone with an interest in furthering its aims. The Board welcomes feedback about its decisions and activities.

### 3.02 People's Rights

People have the following rights.

(a) **Information.** People have the right to:

- receive information about the activities of the Board in an accessible format;
- attend all formal meetings of the Board, the Executive Committee and Sub-Committees except where confidential or exempt information is likely to be disclosed, in which case the meeting or part of it will be held in private;
- inspect reports and background papers, and any records of decisions made by the Board, the Executive Committee, Sub-Committees; and
- inspect the Board's accounts and make their views known to the external auditor.

The rights to information are explained in more detail in the Access to Information Rules in Part 3 (Section 3) of this Constitution.

(b) **Participation.** People have the right to submit and ask questions at ordinary Board, Executive Committee and Sub-Committee meetings - see Board Procedure Rule 9 in Part 3 of this Constitution.

(c) **Complaints.** People have the right to complain to:

- the Board itself under its complaints scheme;
- the Local Government Ombudsman after using the Board's own complaints scheme;
- the Board's Monitoring Officer about an alleged breach of the Board Members' Code of Conduct.

### 3.03 **People's Responsibilities**

People must not be violent, abusive or threatening to Board members or officers and must not wilfully harm property owned by the Board, Board members or officers.



## **Article 4 – Authority of the Board**

### **4.01 Meanings**

#### **Policy Framework.**

The Board's Policy Framework shall always take account of national legislation as it applies to the area under consideration. The Board shall pay particular regard to national legislation and policy for Areas of Outstanding Natural Beauty as set out in Article 1.

The Board's policy framework comprises the following plans and strategies:-

- Management Plan
- Business Plan
- Other policies agreed from time to time by the Board

#### **Budget.**

The budget includes the allocation of financial resources to core activities and projects, proposed contingency funds, and decisions relating to the control of the Board's borrowing requirements, the control of its capital expenditure and the setting of virement limits.

### **4.02 Authority of the Board**

The Board will have sole authority for the following decisions:

- adopting and changing the Constitution;
- approving and adopting the Policy Framework and the Budget;
- agreeing and/or amending the terms of reference for committees and sub-committees and deciding on their composition;
- appointing the membership of the Executive Committee and such membership of sub-committees as it decides.
- decisions not consistent with the Policy Framework and Budget, unless they have been taken as a matter of urgency by the Executive Committee under the Procedure Rules set out in Part 3 of the Constitution;
- appointing the Chairman and Vice Chairman of the Board and the Executive Committee;
- dealing with matters of governance;
- agreeing the transfer or sharing of local authority powers;
- adopting an allowance scheme under Article 2.06;
- changing the name of the Board;
- with the approval of the Secretary of State, confirming the appointment of the chief officer;
- determining any delegation to committees, sub-committees and officers;
- appointing a Patron;
- all other matters which by law must be reserved to the Board.

#### 4.03 **Board Meetings**

There are three types of Board meetings:

- Annual General Meetings;
- Ordinary Meetings;
- Extraordinary Meetings.

Meetings of the Board shall be held at such place, either within or outside the Cotswolds Area of Outstanding Natural Beauty, as the Board may direct. They will be conducted in accordance with the Board Procedure Rules in Part 3 of this Constitution.

## **Article 5 - Chairing the Board and the Executive Committee**

### **5.01 Roles and responsibilities of the Chairman and Vice Chairman**

The Chairman, and in his/her absence the Vice-Chairman, will have the roles and responsibilities set out below.

### **5.02 Role of the Chairman**

The role of the Chairman is to ensure the efficient, effective and accountable governance of the Board in pursuance of its statutory purposes.

The Chairman will also chair the Executive Committee.

The Chairman will work closely with other members of the Board and the Director in exercising his/her responsibilities.

### **5.03 Responsibilities of the Chairman in respect of the Board**

In respect of the Board, the Chairman will be responsible for:

- (a) providing leadership to the Board;
- (b) upholding and promoting the constitution, and interpreting the constitution when necessary;
- (c) calling meetings (including annual general meetings and extraordinary meetings) of the Board in accordance with the Order and the procedural rules of the Board;
- (d) attending and chairing briefings for Board meetings as appropriate and being proactive in making proposals for the effective conduct of the agenda;
- (e) chairing Board meetings, ensuring that business is carried out efficiently and with regard to the rights of Board members and the interests of the Cotswolds AONB, that issues are discussed in an open, honest and responsible way, that all points of view have a fair opportunity to be heard, that procedural rules are applied and observed, and that debate is guided towards clear and relevant decisions;
- (f) ensuring that Board meetings are a place at which Board members who are not on the Executive Committee are able to hold the Executive Committee to account;
- (g) promoting the Board's strategy for discharging its duties;
- (h) encouraging high standards of propriety and promoting efficient and effective use of resources throughout the organisation;
  - (i) instigating new partnerships across the public, private and voluntary sectors;
  - (j) monitoring performance of and offering support to individual Board members and, on request, providing assessments of performance when they are considered for re-appointment;
- (k) ensuring that all members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities; and, when vacancies arise, for advising appointing organisations of the needs of the Board with a view to ensuring a proper balance of expertise;
- (l) promoting good relationships and communication between Board members, and between Board members and officers;
- (m) appraising the performance of the Director via an annual staff report, and report thereon to the Board;
- (n) ensuring that a Code of Practice for Board members is in place;

- (o) meeting representatives of DEFRA at least annually to consider the Board's plans, progress and funding; and acting as a link between the Board and the relevant Minister;
- (p) acting as an ambassador for the Cotswolds AONB and the Board, fully representing its resources and activities to a range of people and organisations;
- (q) regularly attending the Board offices and being available for discussions with the Director and other officers;
- (r) attending selected briefings of politicians and senior representatives of partner organisations;
- (s) promoting public involvement in the Board's activities; and
- (t) ensuring that the Vice-Chairman is kept informed of all relevant matters.

#### **5.04 Responsibilities of the Chairman in respect of the Executive Committee**

In respect of the Executive Committee, the Chairman is responsible for:

- (a) chairing meetings;
- (b) leading the Executive Committee in the drafting of policy and strategy, and the review thereof, and submitting its recommendations to the Board;
- (c) ensuring that the Executive Committee acts within the Board's policy and strategy;
- (d) identifying the need for research and studies on any matters of policy or service provision;
- (e) taking corporate membership of any appropriate body or organisation whose objectives are considered to be beneficial to the pursuit of the Board's own activities;
- (f) taking urgent decisions on matters which fall within the Executive Committee's responsibilities in consultation with at least two other members of the Executive Committee and reporting on those decisions to the next meeting of the Executive Committee or the Board.
- (g) ensuring the Board is kept informed of the work of the Executive Committee, the sub-committees and all other relevant matters;
- (h) presenting to the Board at its Annual General Meeting the draft Business Plan and the draft Budget (both capital and revenue) for the subsequent year.
- (i) deciding the allocation of Executive Committee responsibilities set out in the Scheme of Delegation;
- (j) agreeing the movement of funds (virement) between budget heads up to the limit set out in the Board's financial regulations.

#### **5.05 Role of Vice-Chairman in respect of the Board**

The role of the Vice-Chairman is to support the Chairman in ensuring the efficient, effective and accountable governance of the Board in pursuance of its statutory purposes.

The Vice-Chairman will also act as the Vice-Chairman of the Executive Committee.

The Vice-Chairman will work closely with other members of the Board and the Director in exercising his/her responsibilities.

#### **5.06 Responsibilities of Vice-Chairman in respect of the Board**

In respect of the Board, in the absence of the Chairman, the Vice-Chairman will be responsible for:

- (a) providing leadership to the Board;
- (b) upholding and promoting the constitution, and interpreting the constitution when necessary;
- (c) calling meetings (including annual general meetings and extraordinary meetings) of the Board in accordance with the Order and the procedural rules of the Board;
- (d) attending and chairing briefings for Board meetings as appropriate and being proactive in making proposals for the effective conduct of the agenda;
- (e) chairing Board meetings, ensuring that its business is carried out efficiently and with regard to the rights of Board members and the interests of the Cotswolds Area of Outstanding Natural Beauty, that issues are discussed in an open, honest and responsible way, that all points of view have a fair opportunity to be heard, that procedural rules are applied and observed, and that debate is guided towards clear and relevant decisions;
- (f) ensuring that Board meetings are a place at which Board members who are not on the Executive Committee are able to hold the Executive Committee to account.

In addition, the Vice-Chairman will assist the Chairman in:

- (a) promoting the Board's strategy for discharging its duties;
- (b) encouraging high standards of propriety and promoting efficient and effective use of resources throughout the organisation;
- (c) instigating new partnerships across the public, private and voluntary sectors;
- (d) ensuring that all members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities; and, when vacancies arise, for advising appointing organisations of the needs of the Board with a view to ensuring a proper balance of expertise;
- (e) promoting good relationships and communication between Board members, and between Board members and officers;
- (f) meeting representatives of DEFRA at least annually to consider the Board's plans, progress and funding; and acting as a link between the Board and the relevant Minister;
- (g) acting as an ambassador for the Cotswolds AONB and the Board, fully representing its resources and activities to a range of people and organisations;
- (h) regularly attending the Board offices and being available for discussions with the Director and other officers;
- (i) attending selected briefings of politicians and senior representatives of partner organisations;
- (j) promoting public involvement in the Board's activities; and
- (k) ensuring that the Chairman is kept informed of all relevant matters.

#### **5.07 Responsibilities of the Vice Chairman in respect of the Executive Committee**

In respect of the Executive Committee, in the absence of the Chairman, the Vice-Chairman of the Executive Committee is responsible for:

- (a) chairing meetings;
- (b) leading the Executive Committee in the drafting of policy and strategy, and the review thereof, and submitting its recommendations to the Board;
- (c) ensuring that the Executive Committee acts within the Board's policy and strategy;

- (d) identifying the need for research and studies on any matters of policy or service provision;
- (e) taking corporate membership of any appropriate body or organisation whose objectives are considered to be beneficial to the pursuit of the Board's own activities;
- (f) taking urgent decisions on matters which fall within the Executive Committee's responsibilities in consultation with at least two other members of the Executive Committee and reporting on those decisions to the next meeting of the Executive Committee or the Board;
- (g) ensuring the Board is kept informed of the work of the Executive Committee, the sub-committees and all other relevant matters;
- (h) presenting to the Board at its Annual General Meeting the draft Business Plan and the draft Budget for the subsequent year;
- (i) deciding the allocation of Executive Committee responsibilities set out in the Scheme of Delegation;
- (j) agreeing the movement of funds (virement) between budget heads up to the limit set out in the Board's financial regulations.

In addition, the Vice-Chairman will work with other Executive Committee members on matters, as directed by the Chairman.

#### **5.08 Absence of the Chairman and Vice Chairman**

If both the Chairman and the Vice-Chairman are absent, an Executive Committee member shall be appointed to the Chair at the meeting.

#### **5.09 Election of the Chairman and Vice-Chairman of the Board**

The Chairman and Vice-Chairman shall be elected for a period of not exceeding one year by the Board from amongst its members, and be eligible for re-election at the end of their term of office.

A person elected as Chairman or Vice-Chairman may resign at any time by notice in writing to the Director.

A person will cease to hold office as Chairman or Vice-Chairman if s/he ceases to be a member of the Board.

Where a vacancy occurs, the Board must secure a replacement as soon as possible. Where a casual vacancy occurs in either office, the person appointed shall hold office until the date upon which the person in whose place s/he is elected would have retired.

#### **5.10 Other Board Members**

All Board members can attend Executive Committee meetings and, subject to compliance with the provisions relating to Member Questions in the Procedure Rules, ask a question on a matter on the published agenda.

## **Article 6 - The Executive Committee**

### **6.01 Role**

The Executive Committee will be responsible for all of the Board's functions which are not the responsibility of any other part of the Board, whether by law or under this Constitution.

The Executive Committee will act as the audit committee of the Board to provide assurance of the adequacy of the risk management framework and the associated control environment, independent scrutiny of the authority's financial and non-financial performance and oversee the reporting process;

### **6.02 Functions of the Executive Committee**

The main functions of the Executive Committee will be to:

- draft policy and strategy, and the review thereof, and submit recommendations to the Board.
- monitor and review the implementation of the Board's policy and strategy as set out in the Management Plan, the Business Plan and Budgets;
- advise upon and steer the activities of the Board within the context of the agreed Board policy and strategy;
- monitor the overall effectiveness of the Board;
- consider the effectiveness of the Board's risk management arrangements, control environment and associated anti-fraud and anti-corruption arrangements;
- seek assurances that action is taken on risk-related issues;
- be satisfied that the Board's Statement of Internal Control properly reflects the risk environment and actions required to improve it;
- approve the strategic plan for internal audit and monitor performance;
- review the annual internal audit report and reports from the external auditor and seek assurance that action has been taken where necessary;
- recommend organisational changes to the Board;
- recommend changes to the Management Plan, the Business Plan and Budgets (both revenue and capital) to the Board;
- make arrangements, through the use of a selection panel, for the appointment of a Director and recommend the appointment to the Secretary of State and the Board;
- monitor the work of the Director and report annually to the Board;
- receive and consider recommendations from the Sub-Committees, working groups and the Director and respond accordingly.
- appoint or nominate the Board's representatives on outside bodies/organisations;
- make decisions within its delegated powers.
- develop strategies for strengthening the long term financial security of the Board.

### **6.03 Scheme of Delegation**

The Board shall delegate to the Executive Committee authority to:

- make in-year decisions on resources and priorities to deliver policy, strategies and budgets approved by the Board;
- deal with matters of finance, personnel, land, property and information technology in accordance with the policies, strategies and budgets approved by the Board.
- enter into contracts or agreements with a total value in excess of the delegation to officers but not exceeding £100,000, provided they are within the Budget approved by the Board. (Contracts with a value in excess of £100,000 must be submitted to the Board for approval.)
- deal with any matter which, in the opinion of the Director, in consultation with the Chairman, is sufficiently urgent and important to warrant a decision by the Executive Committee but which does not warrant the calling of an Extraordinary Meeting of the Board.

The Scheme of Delegation shall be determined by the Board. Executive Committee functions may be delegated by the Committee to Sub-Committees and officers. The Executive Committee shall not carry out functions which it has delegated unless the body or the officer chooses not to exercise their authority.

#### **6.04 Form and composition**

The Executive Committee will consist of the Chairman and Vice-Chairman of the Board together with 10 other Board members elected by the Board. In accordance with the Order, the division of membership between local authority members, Secretary of State members and parish members shall reflect the same proportion as membership of the Board, i.e. 5:5:2.

Members will be appointed to the Executive Committee by their fellow members, parish members making two appointments, local authority members making five appointments and Secretary of State members making five appointments.

Members of the Executive Committee shall be appointed at the Annual General Meeting until the next Annual General Meeting, when he/she will be eligible for re-election. Where a member of the Executive Committee resigns from the Committee during the year, the appropriate members of the Board, at the next Board meeting, shall elect a replacement for the remaining term of the member being replaced.

#### **6.05 Executive Committee Members**

Executive Committee Members shall hold office until:

- they resign from office; or
- they are suspended from being Board members for any reason; or
- they are no longer Board members; or
- the Board elects a replacement.

#### **6.06 Proceedings of the Executive Committee**

Proceedings of the Executive Committee shall take place in accordance with the Executive Committee Procedure Rules set out in Part 3 of this Constitution.



## **Article 7 – Living and Working Sub-Committee (Planning and Transportation)**

### **7.01 Role**

The Board recognises that the implementation of the policies and actions concerning planning, transportation and development in the Cotswolds AONB Management Plan will require co-operative working between the Board and other organisations, including all the local authorities.

The Living and Working Sub-Committee is responsible for providing a forum for debate and sharing of best practice on planning, transportation and development issues and developing specific advice to the Board, local authorities and others on common approaches, policies and guidelines.

### **7.02 Functions**

The main functions of the Living and Working Sub-Committee are to:

- assist in the development of local development frameworks which support the purposes of the AONB designation and operate consistently across the AONB;
- pool and share knowledge and expertise and to generate new ideas and cooperative working that contribute to more effective, coordinated and sustainable planning and transportation throughout the AONB;
- review and roll forward the relevant sections of the Board's Management Plan for the AONB;
- promote effective implementation of the adopted Cotswolds AONB Management Plan;
- inform more consistent planning, transportation and development policies that conserve and enhance the AONB and encourage a vibrant, living and working community that invests in the Cotswold countryside;
- provide an overall perspective on how changes within planning legislation and practice impact upon the AONB;
- contribute to effective guidance to influence strategic issues that affect the future of the AONB;
- help communicate the planning, transportation and development aims and policies of the Cotswolds AONB to a variety of relevant audiences, organisations and individuals;
- formulate responses to individual planning applications on which the Board wishes to express a view;
- formulate responses to local, regional and national policy changes on which the Board wishes to express a view;

- assist in monitoring issues that affect the AONB and the success, or otherwise, of relevant policies and priority actions set out in the adopted AONB Management Plan; and
- coordinate with other sub-committees so as to ensure that effective land management is encouraged by planning policies and that opportunities to enhance the landscape through the planning system are realised.

### **7.03 Composition of the Living and Working Sub-Committee**

The Sub-Committee shall be made up of eight members, six of whom shall be appointed by the Board and two by the Executive Committee from among its members. Membership should reflect the same proportion as membership of the Board i.e. 3:3:2.

The Chairman of the Living and Working Sub-Committee shall be appointed by the Sub-Committee from among the Executive Committee members.

The Chairman of the Living and Working Sub-Committee shall report the actions of the Sub-Committee to the next meeting of the Executive Committee.

The Vice Chairman of the Living and Working Sub-Committee shall be appointed from among all members of the Sub-Committee.

### **7.04 Chairman of the Living and Working Sub-Committee**

The Chairman of the Living and Working Sub-Committee is responsible for the effective management and running of the Sub-Committee's business. This involves directing the Sub-Committee's business agenda and the effective management of Sub-Committee deliberations and maintaining a public image of effective consideration of matters and other business brought before it.

The Chairman is expected to encourage Living and Working Sub-Committee members to take part at all stages in deliberations.

The Chairman's terms of reference are to:

- chair meetings of the Living and Working Sub-Committee;
- ensure that the appropriate expert and specialist advice is made available to the Living and Working Sub-Committee;
- determine, in liaison with the Director, arrangements for special meetings of the Living and Working Sub-Committee;
- ensure, in consultation with the Director, that Living and Working Sub-Committee members benefit from appropriate training and development to deal effectively with the Sub-Committee's business;
- encouraging high standards of propriety and promoting efficient and effective use of resources throughout the organisation;
- report on the activities of the Sub-Committee to the Executive Committee.

## **7.05 Vice-Chairman of the Living and Working Sub-Committee**

The Vice-Chairman of the Living and Working Sub-Committee is responsible for supporting the Chairman with the effective management of the Sub-Committee's business. In the absence of the Chairman, the Vice-Chairman will chair Living and Working Sub-Committee meetings and conduct its business in accordance with the Chairman's responsibilities and terms of reference.

## **7.06 Scheme of Delegation**

The delegated authority of the Board shall be exercised at all times in accordance with the Board's Policy Framework in so far as it relates to planning, transportation and development matters.

### **Living and Working Sub-Committee**

- The Board delegates authority through the Executive Committee to the Living and Working Sub-Committee to make objections to, and representations on national, regional and local planning, transportation and development policies and planning, transportation and development applications.
- The Living and Working Sub-Committee shall report on its activities to the Executive Committee.
- Exceptionally, the Living and Working Sub-Committee may conclude that the matter on which it has been asked to comment is of such significance to the Cotswolds that it requires the authority of the Executive Committee or the full Board. Where possible this will be dealt with under the "Report of the Living and Working" item on the Board agenda. Where this is not possible the Chairman of the Board will be asked to admit the matter as an emergency item.
- In particular cases where informal Board guidance is required by the Sub-Committee, there should be liaison between the Chairman of the Living and Working Sub-Committee, and in his/her absence the Vice-Chairman, and the Chairman of the Board.

### **Director and Planning Officer**

- The Board authorises the Living and Working Sub-Committee to delegate its responsibilities for making representations and objections to the Director and the Planning Officer in circumstances where response deadlines do not enable prior consideration by the Sub-Committee. Any responses will be agreed with the Chairman of the Sub-Committee and shall be reported to the next meeting of the Living and Working Sub-Committee for ratification.
- The Living and Working Sub-Committee will report responses made on significant matters by it, or on its behalf, to the Executive Committee, the Board (for information) and/or the Topic Working Group at the next available meeting.
- In the case of appeal or call-in inquiries or hearings, or development plan inquiries and examinations in public, the Board authorises the Planning Officer to appear on the Board's behalf to make representations.
- When necessary the Planning Officer will consult with the Director, the Chairman of the Living and Working Sub-Committee, relevant Topic Working Groups and relevant Board members before submitting comments.

- Where the Living and Working Sub-Committee acts on planning matters under its delegated authority the Chairman (or Vice-Chairman in his or her absence) of the Sub-Committee will be the authorised signatory using the following convention: “<name>, Chairman, Cotswolds Conservation Board Living and Working Sub-Committee, for and on behalf of the Cotswolds Conservation Board”.
- Where action is delegated to the Director or the Planning Officer those officers will be the authorised signatories in the same manner.

## **Article 8 – Conserving and Managing Sub-Committee (Land Management)**

### **8.01 Role**

By pooling and sharing expertise within the Conserving and Managing Sub-Committee, and by establishing topic and working groups, the Sub-Committee will:

- seek to conserve and enhance the Cotswolds AONB by encouraging appropriate sustainable land management and rural land use; and
- address the management issues of landscape and geology, woodlands, forestry and trees, agriculture, biodiversity, historic environment and access and recreation as outlined in the Cotswolds AONB Management Plan;

### **8.02 Functions**

The functions of the Conserving and Managing Sub-Committee are to:

- recommend policy in relation to land management issues to the Executive Committee and the Board;
- review and roll forward the relevant sections of the Board's Management Plan for the AONB;
- respond to land management and related matters in accordance with the Board's policy;
- raise awareness of the importance of land management to the conservation and enhancement of the Cotswold landscape;
- influence key agencies and organisations through policy formulation, direct lobbying and by responding to relevant consultations;
- encourage high standards of land management by the identification of best practice and provision of guidance and information;
- commission research and studies to improve the level of understanding of the Board and partner organisations;
- develop pilot projects as necessary to demonstrate and promote appropriate land management;
- encourage economically viable land management activity that conserves and enhances the Cotswolds and foster the involvement of local communities;
- assist in monitoring issues that affect the AONB and the success, or otherwise, of relevant policies and priority actions set out in the adopted AONB Management Plan; and;
- co-ordinate with other sub-committees to ensure effective land management.

### **8.03 Composition of the Conserving and Managing Sub-Committee**

The Conserving and Managing Sub-Committee shall be made up of eight members, six of whom shall be appointed by the Board and two by the Executive Committee from among its members. Membership should reflect the same proportion as membership of the Board i.e. 3:3:2.

The Chairman of the Conserving and Managing Sub-Committee shall be appointed by the Sub-Committee from among the Executive Committee members.

The Chairman of the Conserving and Managing Sub-Committee shall report the actions of the Sub-Committee to the next meeting of the Executive Committee.

The Vice Chairman of the Conserving and Managing Sub-Committee shall be appointed from among all members of the Sub-Committee and shall carry out the duties of the Chairman of the Sub-Committee in relation to the work of the Sub-Committee in the Chairman's absence.

### **8.04 Chairman of the Conserving and Managing Sub-Committee**

The Chairman of the Conserving and Managing Sub-Committee is responsible for the effective management and running of the Sub-Committee's business. This involves directing the Sub-Committee's business agenda and the effective management of Sub-Committee deliberations and maintaining a public image of effective consideration of matters and other business brought before it.

The Chairman is expected to encourage Sub-Committee members to take part at all stages in deliberations.

The Chairman's terms of reference are to:

- chair meetings of the Conserving and Managing Sub-Committee;
- ensure that the appropriate expert and specialist advice is made available to the Conserving and Managing Sub-Committee;
- determine, in liaison with the Director, arrangements for special meetings of the Conserving and Managing Sub-Committee;
- ensure, in consultation with the Director, that Conserving and Managing Sub-Committee members benefit from appropriate training and development to deal effectively with the Sub-Committee's business; and
- encourage high standards of propriety and promote efficient and effective use of resources throughout the organisation;
- report on the activities of the Sub-Committee to the Executive Committee.

### **8.05 Vice-Chairman of the Conserving and Managing Sub-Committee**

The Vice-Chairman of the Conserving and Managing Sub-Committee is responsible for supporting the Chairman with the effective management of the Sub-Committee's business. In the absence of the Chairman, the Vice-Chairman will chair Conserving and Managing Sub-Committee meetings and conduct its business in accordance with the Chairman's responsibilities and terms of reference.

## 8.06 **Scheme of Delegation**

The delegated authority of the Board shall be exercised at all times in accordance with the Board's Policy Framework in so far as it relates to conservation and management matters.

The Board delegates authority through the Executive Committee to the Conserving and Managing Sub-Committee to exercise its functions as set out above.

Exceptionally, the Conserving and Managing Sub-Committee may conclude that the matter on which it has been asked to comment is of such significance to the Cotswolds that it requires the authority of the Executive Committee or the full Board. Where possible this will be dealt with under the "Report of the Conserving and Managing Sub-Committee" item on the Board agenda. Where this is not possible the Chairman of the Board will be asked to admit the matter as an emergency item.

In particular cases where informal Board guidance is required by the Conserving and Managing Sub-Committee, there should be liaison between the Chairman of the Conserving and Managing Sub-Committee, and in his/her absence the Vice-Chairman, and the Chairman of the Board.

## **Article 9 – Enjoying and Appreciating Sub-Committee (Communication and Awareness)**

### **9.01 Role**

By pooling and sharing expertise within the Enjoying and Appreciating Sub-Committee and by establishing topic and working groups, the Sub-Committee will:

- increase understanding and enjoyment of the special qualities of the AONB, which is a duty of the Conservation Board;
- achieve a growing awareness and understanding of the Cotswolds Area of Outstanding Natural Beauty designation; and
- ensure that the Cotswolds Conservation Board is widely recognised as a dynamic, locally represented organisation with responsibility for the AONB as a whole, working in partnership to secure the future well-being of the area.

### **9.02 Functions**

The functions of the Enjoying and Appreciating Sub-Committee are to:

- recommend policy in relation to communication activities to the Executive Committee and the Board;
- review and roll forward the relevant sections of the Board's Management Plan for the AONB;
- respond to communication and awareness-raising matters in accordance with the Board's policy;
- raise awareness of the importance of AONB designation and the role of the Conservation Board to the conservation and enhancement of the Cotswold landscape, in accordance with the Board's Communications Strategy;
- influence key agencies and organisations through policy formulation, direct lobbying and by responding to relevant consultations;
- encourage high standards of communication by identifying best practice;
- develop AONB awareness raising pilot projects, as necessary;
- commission research and studies to improve the level of understanding of the AONB designation and the work of the Board, as and when necessary;
- assist in monitoring issues that affect the AONB and the success, or otherwise, of relevant policies and priority actions set out in the adopted AONB Management Plan; and
- co-ordinate with other sub-committees to ensure effective communication.



### **9.03 Composition of the Enjoying and Appreciating Sub-Committee**

The Enjoying and Appreciating Sub-Committee shall be made up of eight members, six of whom shall be appointed by the Board and two by the Executive Committee from among its members. Membership should reflect the same proportion as membership of the Board i.e. 3:3:2.

The Chairman of the Enjoying and Appreciating Sub-Committee shall be appointed by the Sub-Committee from among the Executive Committee members.

The Chairman of the Enjoying and Appreciating Sub-Committee shall report the actions of the Sub-Committee to the next meeting of the Executive Committee.

The Vice Chairman of the Enjoying and Appreciating Sub-Committee shall be appointed from among all members of the Sub-Committee and shall carry out the duties of the Chairman of the Sub-Committee in relation to the work of the Sub-Committee in the Chairman's absence.

### **9.04 Chairman of the Enjoying and Appreciating Sub-Committee**

The Chairman of the Enjoying and Appreciating Sub-Committee is responsible for the effective management and running of the Sub-Committee's business. This involves directing the Sub-Committee's business agenda and the effective management of Sub-Committee deliberations and maintaining a public image of effective consideration of matters and other business brought before it.

The Chairman is expected to encourage Enjoying and Appreciating Sub-Committee members to take part at all stages in deliberations.

The Chairman's terms of reference are to:

- chair meetings of the Enjoying and Appreciating Sub-Committee;
- ensure that the appropriate expert and specialist advice is made available to the Enjoying and Appreciating Sub-Committee;
- determine, in liaison with the Director, arrangements for special meetings of the Enjoying and Appreciating Sub-Committee;
- ensure, in consultation with the Director, that Enjoying and Appreciating Sub-Committee members benefit from appropriate training and development to deal effectively with the Sub-Committee's business; and
- encourage high standards of propriety and promote efficient and effective use of resources throughout the organisation;
- report on the activities of the Sub-Committee to the Executive Committee.

### **9.05 Vice-Chairman of the Enjoying and Appreciating Sub-Committee**

The Vice-Chairman of the Enjoying and Appreciating Sub-Committee is responsible for supporting the Chairman with the effective management of the Sub-Committee's business. In the absence of the Chairman, the Vice-Chairman will chair Enjoying and Appreciating Sub-Committee meetings and conduct its business in accordance with the Chairman's responsibilities and terms of reference.

## 9.06 **Scheme of Delegation**

The delegated authority of the Board shall be exercised at all times in accordance with the Board's Policy Framework in so far as it relates to conservation and management matters.

The Board delegates authority through the Executive Committee to the Enjoying and Appreciating Sub-Committee to exercise its functions as set out above.

Exceptionally, the Enjoying and Appreciating Sub-Committee may conclude that the matter on which it has been asked to comment is of such significance to the Cotswolds that it requires the authority of the Executive Committee or the full Board. Where possible this will be dealt with under the "Report of the Enjoying and Appreciating Sub-Committee" item on the Board agenda. Where this is not possible the Chairman of the Board will be asked to admit the matter as an emergency item.

In particular cases where informal Board guidance is required by the Enjoying and Appreciating Sub-Committee, there should be liaison between the Chairman of the Enjoying and Appreciating Sub-Committee, and in his/her absence the Vice-Chairman, and the Chairman of the Board.

## **Article 10 – Grants Sub-Committee**

### **10.01 Grants Sub-Committee**

The Board may appoint a Grants Sub-Committee to assist the Executive Committee with the determination of grant applications where authority for determination has not been delegated to officers.

### **10.02 Functions**

The functions of the Grants Sub-Committee are to:

- recommend policy in relation to grant giving to the Executive Committee and the Board;
- promote the Board's grant schemes;
- determine grants in accordance with the Board's Policy and Budget and the terms and conditions of the grant scheme under consideration;
- report the Sub-Committee's activities to the Executive Committee at the next available meeting.

### **10.03 Composition of the Grants Sub-Committee**

The Grants Sub-Committee shall be made up of five members, four of whom shall be appointed by the Board and one by the Executive Committee from among its members. Membership of the Sub-Committee should reflect the same proportion as membership of the Board i.e. 2:2:1.

The Chairman of the Grants Sub-Committee shall be appointed by the Sub-Committee from among the Executive Committee members.

The Chairman of the Grants Sub-Committee shall report the actions of the Sub-Committee to the next meeting of the Executive Committee.

The Vice Chairman of the Grants Sub-Committee shall be appointed from among all members of the Sub-Committee and shall carry out the duties of the Chairman of the Grants Sub-Committee in relation to the work of the Sub-Committee in the Chairman's absence.

### **10.04 Chairman of the Grants Sub-Committee**

The Chairman of the Grants Sub-Committee is responsible for the effective management and running of the Sub-Committee's business. This involves directing the Sub-Committee's business agenda and the effective management of Sub-Committee's deliberations and maintaining a public image of effective consideration of matters and other business brought before it.

The Chairman is expected to encourage Sub-Committee members to take part at all stages in deliberations.

The Chairman's terms of reference are to:

- chair meetings of the Grants Sub-Committee;

- ensure that the appropriate expert and specialist advice is made available to the Grants Sub-Committee;
- determine, in liaison with the Director, arrangements for special meetings of the Grants Sub-Committee;
- ensure, in consultation with the Director, that Grants Sub-Committee members benefit from appropriate training and development to deal effectively with the Sub-Committee's business; and
- encourage high standards of propriety and promote efficient and effective use of resources throughout the organisation;
- report on the activities of the Sub-Committee to the Executive Committee.

#### 10.05 **Vice-Chairman of the Grants Sub-Committee**

The Vice-Chairman of the Grants Sub-Committee is responsible for supporting the Chairman with the effective management of the Sub-Committee's business. In the absence of the Chairman, the Vice-Chairman will chair the Grants Sub-Committee meetings and conduct its business in accordance with the Chairman's responsibilities and terms of reference.

#### 10.06 **Scheme of Delegation**

The delegated authority of the Board shall be exercised at all times in accordance with the Board's Policy Framework in so far as it relates to grant awards.

The Board delegates authority through the Executive Committee to the Grants Sub-Committee to exercise its functions as set out above. The Grants Sub-Committee has authority to determine grants under the budgetary control of the Executive Committee, where authority has not been delegated to officers.

Exceptionally, the Grants Sub-Committee may conclude that the matter on which it has been asked to comment is of such significance to the Cotswolds that it requires the authority of the Executive Committee or the full Board. Where possible this will be dealt with under the "Report of the Grants Sub-Committee" item on the Board agenda. Where this is not possible the Chairman of the Board will be asked to admit the matter as an emergency item.

In particular cases where informal Board guidance is required by the Grants Sub-Committee, there should be liaison between the Chairman of the Grants Sub-Committee, and in his/her absence the Vice-Chairman, and the Chairman of the Board.

**Article 11 – The Standards Committee - deleted July 2012**

## **Article 12 – Topic or Working Groups**

### **12.01 Role**

Topic or Working Groups are designed to facilitate discussion and the exchange of ideas on policy development. They are not decision making bodies and will report their findings to the Board, committee or sub-committee which establishes them.

### **12.02 Establishment of Topic or Working Groups**

Topic or Working Groups will be established by the Board, the Executive Committee or a sub-committee when required. They will normally have a defined duration and specific purpose. The establishing body will set out the terms of reference of each Group and appoint the Chairman.

Each Group will normally consist of between three and six members. All members of the Board may be invited to participate. In addition, the Groups may seek to supplement the Board's knowledge and skills through inviting local, regional and national partner organisations to participate.

A record of the Group's discussions will be circulated to all members by e-mail or posted on the Board's website.

A report on the work of each Group and its findings shall be submitted to the establishing body.

All Groups shall be established for a finite life and/or task; and, in any event, no Group shall continue in existence for more than 12 months unless by positive affirmation of the Executive Committee or the Board.

## Article 13 - Officers

### 13.01 Management Structure

**General.** The Board may engage such officers as it considers necessary to carry out its functions.

**Director.** The Board will engage a person for the following post, who will be designated the Director, to act as the Chief Officer and the Head of Paid Service, with the portfolios set out below alongside his/her wider strategic responsibilities.

Post	Areas of Responsibility
Director (and Head of Paid Service)	<ul style="list-style-type: none"><li>• Overall responsibility as policy adviser</li><li>• Overall corporate management and operational responsibility (including overall management responsibility for all officers)</li><li>• Provision of professional advice to all Board members in the decision making process.</li><li>• Together with the Monitoring Officer, responsibility for a system of record keeping for all the Board's decisions.</li><li>• Representing the Board on partnership and external bodies (as required by statute, the Board or the Executive Committee.)</li></ul>

**Finance Officer, Monitoring Officer and Proper Officer.** The Board has designated the following statutory posts:

Designation	Post
Finance Officer	Finance Officer
Monitoring Officer	Head of Democratic Services, Cotswold DC
Proper Officer	Director

These posts will have the functions described in Article 13.02 - 13.06 below.

**Structure.** The Director will determine and publicise a description of the overall management structure of the Board showing the deployment of officers. This is set out at Part 6 of this Constitution.

### 13.02 Functions of the Head of Paid Service

**Discharge of Functions by the Board.** The Director, as the Head of Paid Service, will report to the Executive Committee and the Board on the manner in which the discharge of the Board's functions is co-ordinated, the number and grade of officers required for the discharge of functions and the organisation of officers.

**Restrictions on Posts.** The Head of Paid Service may not be the Monitoring Officer and should not hold the post of Chief Finance Officer.

### 13.03 **Functions of the Finance Officer**

**Ensuring lawfulness and financial prudence of decision making.** After consulting the Head of Paid Service and the Monitoring Officer, the Finance Officer will report to the Executive Committee and/or the Board and the Board's external auditor if s/he considers that any proposal, decision or course of action will involve incurring unlawful expenditure, or is unlawful and is likely to cause a loss or deficiency or if the Board is about to enter an item of account unlawfully.

**Administration of financial affairs.** The Finance Officer will have responsibility for the administration of the financial affairs of the Board.

**Contributing to corporate management.** The Finance Officer will contribute to the corporate management of the Board, in particular through the provision of professional financial advice.

**Providing advice.** The Finance Officer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety and probity to all Board members and will support and advise Board members and officers in their respective roles.

**Give financial information.** The Finance Officer will be responsible for providing financial information to the media, members of the public and the community.

**Restriction on Posts.** The Finance Officer may not be the Monitoring Officer and should not be the Head of Paid Service

### 13.04 **Functions of the Monitoring Officer**

**Ensuring lawfulness and fairness of decision making.** After consulting the Head of Paid Service and Finance Officer, the Monitoring Officer will report to the Executive Committee and/or the Board if s/he considers that any proposal, decision or omission would give rise to unlawfulness or if any decision or omission has given rise to maladministration. Such a report will have the effect of stopping the proposal or decision being implemented until the report has been considered.

**Members' Conduct/Interests.** The Monitoring Officer will contribute to the promotion and maintenance of high standards of conduct by Board Members.

The Monitoring Officer will consider and, where necessary, investigate alleged breaches of the Board's Code of Conduct and related Protocols, having regard to the views of any appointed Independent Person(s).

The Monitoring Officer will consider and determine applications for dispensations submitted by Board Members, having regard to the views of any appointed Independent Person(s).

**Advising whether Executive Committee decisions are within the Budget and Policy Framework.** The Monitoring Officer will advise whether decisions of the Executive Committee are in accordance with the Budget and Policy Framework. (The Finance Officer has similar responsibilities).



**Providing advice.** The Monitoring Officer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety and probity to all Board members.

**Restrictions on posts.** The Monitoring Officer may not be the Finance Officer or the Head of Paid Service.

### 13.05 **Provision of sufficient resources to the Head of Paid Service, Finance Officer and Monitoring Officer**

The Board will provide the Head of Paid Service, the Finance Officer and the Monitoring Officer with such offices, accommodation and other resources as are in their opinion sufficient to allow their duties to be performed.

### 13.06 **The Proper Officer**

The Board's Proper Officer shall be the Director of the Board.

### 13.07 **Conduct**

Officers will comply with the Officers' Code of Conduct and the Protocol on Member/Officer Relations set out in Part 4 of this Constitution (to be added).

### 13.08 **Employment**

The recruitment, selection and dismissal of officers will comply with the Officer Employment Procedure Rules set out in Part 3 of this Constitution.

## 13.09 **Scheme of Delegation to Officers**

### 1. **General Principles**

1.1 Except for the discharge of a power, duty or responsibility devolving upon an officer by virtue of a statute or statutory instrument, officer action can only arise from a decision of the Board, the Executive Committee or this scheme of delegation.

1.2 Before exercising any delegated power, the Director should consider whether the decision is of such a nature that ought to be referred for decision by the Board or the Executive Committee.

1.3 All powers delegated to the Director are to be exercised in compliance with the Board's policies, Procedure Rules and Financial and Contract Rules provided that:

(i) in lieu of exercising his/her powers, the Director may refer any matter to the Board or the Executive Committee;

(ii) such powers shall be exercised entirely without prejudice to the prerogative of the Director as the principal officer of the Board and his responsibility to lead and co-ordinate the Board's activities;

(iii) the power to exercise any function includes the power to exercise that function in a positive or negative manner, or to refuse to exercise the function.

1.4 In cases where the Board or the Executive Committee wish to give authority for decisions to be taken in respect of specific matters, such authority shall be delegated to the Director but such authority may be exercised only after consultation with the Chairman (or, in his absence, the Vice Chairman).

1.5 In exercising his/her delegated powers, the Director is expected, in appropriate cases, to:

- maintain a close liaison with the Board's Chairman, Vice Chairman and with other members;
- consult with any member who has a specific, local or specialist interest in a matter under consideration;
- consult with the relevant officer of any local authority whose service area is likely to be affected by the exercise of delegation; and
- consult with the Board's Monitoring Officer and Finance Officer.

1.6 The Director may delegate his/her powers to another officer, who will act in accordance with the general directions of the Director and these principles.

## **2. The Director**

2.1 The Director is the principal officer of the Board. S/he exercises a general authority over all activities of the Board and is responsible for the implementation of all policies and programmes. His/her general authority extends to all decisions as may be necessary in respect of matters relating to the exercise and discharge of the functions of the Board insofar as no powers have otherwise been specifically delegated.

2.2 The general power of the Director includes authority or responsibility to:

- (i) undertake the day-to-day management and co-ordination of the Board's responsibilities within the Policy Framework and Budgets laid down by the Board;
- (ii) control of the Board's finances both in respect of expenditure and income, including operating the Board's bank accounts, fund management and custody arrangements;
- (iii) undertake, in consultation with the Finance Officer, the preparation of annual financial estimates, grant schemes and capital programmes for submission to the Executive Committee;
- (iv) ensure that any necessary and appropriate control systems are devised and applied in consultation with the Finance Officer;
- (v) act as the Board's Head of Paid Service;
- (vi) maintain an effective organisation and establishment with economy in the use of manpower; any variations to be approved by the Board or the Executive Committee in accordance with their delegation;

- (vii) approve the issue of advertisements to fill vacancies in the staff establishment;
- (viii) make appointments to posts within the approved establishment budget;
- (ix) use such disciplinary powers, within the local and national schemes of conditions of service as are necessary to maintain the efficiency and good order of the Board's establishment;
- (x) approve the attendance of staff at conferences, seminars, training courses, lectures or meeting where the duration does not exceed seven days, provided the cost is within the Board's approved budget;
- (xi) operate the required funds in accordance with Section 23 of the Order;
- (xii) deal with all funding agencies and arrange dates of payments in accordance with the Board's funding agreements;
- (xiii) enter into agreements and make grants to other organisations within limits set by the Board or the Executive Committee;
- (xiv) purchase works, goods and services in accordance with limits set out in the Financial and Contract Rules;
- (xv) write off debts and dispose of equipment no longer required in accordance with limits set out in Financial and Contract Rules;
- (xvi) raise loans or otherwise provide money required by the Board in accordance with the provisions of Section 28 of the Order;
- (xvii) effect all requisite insurances on behalf of the Board including submission of claims;
- (xviii) take urgent action in respect of any power or duty of the Board or in respect of any matter considered by him/her to affect the interests of the AONB or any part of it, provided that such power may only be exercised after consultation with the Chairman (or, in his/her absence, the Vice-Chairman). The action taken will be reported to the first available meeting of the Board or the Executive Committee. (See Budget and Policy Framework Procedure Rules 5 and 6);
- (xix) sign leases and contracts in relation to the acquisition or disposal of land for which acquisition or disposal has been approved by the Board;
- (xx) maintain all the necessary records relating to the agreed establishment and details of personnel filling those posts as will enable him/her to discharge his/her responsibilities for the payment of remuneration and for supplying officers with particulars of amounts paid and deducted;
- (xxi) implement changes to remuneration and expenses in accordance with decisions of properly constituted Joint Councils or other negotiating bodies recognised by the Board;
- (xxii) take any necessary action in connection with the transfer of contributions and the payment or receipt of transfer values under the Superannuation Act;

(xxiii) require an employee in appropriate circumstances to submit to a medical examination at the expense of the Board:

- (a) after an absence from duty exceeding ten weeks; or
- (b) where an employee is not able to carry out the full range of duties attached to his/her post;

(xxiv) in consultation with the Board's legal adviser, provide the Board's legal and parliamentary services including the institution and defence of proceedings before all courts, tribunals and inquiries, and obtaining Counsel's opinion where necessary;

(xxv) promote the Board's public relations; and

(xxvi) appoint other officers to carry out his delegated powers and to act during his absence.

### **3. The Finance Officer**

3.1 The Board is required to appoint a chief finance officer in accordance with Section 151 of the Local Government Act 1972. S/he will advise the Board, the Executive Committee and the Director on financial activity and control.

3.2 The authority of the Finance Officer will include:

(i) advising on the maintenance of adequate and effective systems of book-keeping and internal audit, including the preparation of accounts and balance sheets covering financial transactions of the Board both in respect of capital and revenue in accordance with statutory requirements and to the satisfaction of the Audit Commission.

(ii) advising on the institution of such systems of control as will provide adequate and appropriate information to enable the Director to manage his/her responsibilities;

(iii) advising on the undertaking of all transactions involving the investment of statutory and surplus funds on a permanent or temporary basis;

(iv) advising on arrangements for the control of all matters relating to the Board's bank accounts;

(v) advising on all transactions entailing the raising of loans or otherwise providing money required to finance capital projects duly authorised by the Board and within the statutory provisions and codes of practice relating thereto;

(vi) notifying the Board's external auditor that a meeting is to be held to consider a report from the Finance Officer concerning expenditure that is unlawful or action which could lead to a loss or deficiency;

(vii) supplying all relevant and appropriate information to the Inland Revenue and other statutory bodies.

(The delegated powers of the Director and the Finance Officer will be supported, and in some cases carried out, by a contractor under service level agreements covering Personnel, Financial, Administration and Legal Services.)

## **Article 14 - Decision Making**

### **14.01 Responsibility for decision making**

The Board will issue and keep up to date a record of what part of the Board or individual has responsibility for particular types of decisions or decisions relating to particular areas or functions.

### **14.02 Principles of Decision Making**

All decisions of, or on behalf of, the Board will be made in accordance with the following principles:

- the rule of law;
- clarity of aims and desired outcomes.
- proportionality (i.e. the action must be proportionate to the desired outcome);
- due consultation and the taking of professional advice from Officers and/or appropriately qualified consultants (including consideration of sufficient and adequate information);
- respect for human rights (see below for further details); and
- a presumption in favour of openness (including compliance with the Access to information provisions).

### **14.03 Decision Making by the Board**

Decisions relating to the functions listed in Article 4.02 will be made by the Board and will not be delegated.

Board meetings will follow the Board Procedure Rules set out in Part 3 of this Constitution when considering any matter.

### **14.04 Decision Making by the Executive Committee**

Subject to Article 6, the Executive Committee will follow the Executive Committee Procedure Rules set out in Part 3 of this Constitution when considering any matter.

### **14.05 Decision Making by Sub-Committees**

Subject to Articles 7, 8 and 9, Sub-Committees will follow those parts of the Board Procedures Rules set out in Part 3 of this Constitution as apply to them.

## **Article 15 - Finance, Contracts and Legal Matters**

### **15.01 Financial and Contract Management**

The management of the Board's financial affairs will be conducted in accordance with the Financial and Contract Regulations set out in Part 3 of this Constitution.

### **15.02 Legal Proceedings**

The Board's legal adviser, in consultation and with the agreement of the Director and in accordance with the Board's budgetary control arrangements, is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to decisions of the Board or in any case where s/he considers that such action is necessary to protect the Board's interests and s/he is satisfied as to the evidence available.

### **15.03 Authentication of Documents**

Where any document is necessary to any legal procedure or proceedings on behalf of the Board, it will be signed by the legal adviser or other person authorised by him/her, unless any enactment otherwise authorises or requires, or the Board has given requisite authority to some other person.

## **Article 16 - Review and Revision of the Constitution**

### **16.01 Duty to monitor and review the Constitution**

The Director will monitor and review the operation of the Constitution to ensure that the aims and principles of the Constitution are given full effect.

### **16.02 Protocol for monitoring and review of Constitution by the Director**

A key role for the Director as Head of Paid Service is to be aware of the strengths and weaknesses of the Constitution adopted by the Board, and to make recommendations for ways in which it could be amended in order better to achieve the purposes set out in Article 1. In undertaking this task the Director may:

- observe meetings of different parts of the member and officer structure;
- undertake an audit trail of a sample of decisions;
- record and analyse issues raised with him/her by members, officers, the public and other relevant stakeholders;
- compare practices in the Board with those in other comparable organisations or national examples of best practice; and
- take such other action as s/he considers appropriate.

### **16.03 Changes to the Constitution**

**Approval.** Changes to the Constitution will only be approved by the Board on a recommendation from the Executive Committee, after consideration of a proposal from the Director or by way of members proposing a motion on notice in accordance with the Board's Procedure Rules after consulting with the Director.

## **Article 17 - Suspension, Interpretation and Publication of the Constitution**

### **17.01 Rules capable of suspension.**

The following Rules may be suspended in accordance with Article 17.02:

- Board Procedure Rules
- Financial and Contract Regulations

### **17.02 Suspension of the Constitution**

**Limit to suspension.** The Articles of this Constitution may not be suspended except that the Rules specified above may be suspended by the Board or the Executive Committee to the extent permitted within those Rules and the law.

**Procedure to suspend.** A motion to suspend any Rule will not be moved without notice unless at least one half of the whole number of the Board or the Executive Committee is present. The extent and duration of suspension will be proportionate to the result to be achieved, taking account of the purposes of the Board set out in Article 1.

### **17.03 Interpretation**

The ruling of the Chairman of the Board as to the construction or application of this Constitution or as to any proceedings of the Board or the Executive Committee shall not be challenged at any meeting of the Board. Such interpretation will have regard to the purposes of this Constitution contained in Article 1.

### **17.04 Publication**

The Director will give a printed copy of this Constitution to each member of the Board upon delivery to him/her of that individual's declaration of acceptance of office on the member first being elected to the Board.

The Director will ensure that copies are available for inspection at Board offices, on the Board's website, at libraries and other appropriate locations, and can be purchased by members of the local press and the public on payment of a reasonable fee.

The Director will ensure that a summary of the Constitution is made widely available, in print and on the Board's website and is updated as necessary.



# **Part 3**

## **Procedure Rules**

# **1. BOARD PROCEDURE RULES**

## **MEETINGS AND PROCEEDINGS OF BOARD**

The meetings and proceedings of the Conservation Board for the Cotswolds Area of Outstanding Natural Beauty shall be conducted in accordance with the rules prescribed in Schedule 3 of the Order SI 17777/2004. The rules as prescribed in the Order are included in these Procedure Rules.

It is the intention of the Board that meetings should be conducted in a constructive and business-like manner and that decisions shall be achieved by consensus where possible. These Procedure Rules set out a framework to support the members in their decision-making where necessary.

### **1. ANNUAL MEETING OF THE BOARD**

#### **1.1 Timing and business**

The first meeting of the Board shall be the annual general meeting of the Board for 2004. In each subsequent year, the Board shall hold an annual general meeting on a date to be fixed in advance.

The Annual General Meeting will:

- (i) elect a person to preside if the Chairman of Board is not present;
- (ii) elect the Chairman of the Board;
- (iii) elect the Vice-Chairman of the Board;
- (iv) receive any announcements from the Chairman and the Director;
- (v) receive the record of members' attendances at meetings during the previous year;
- (vi) appoint Executive Committee members;
- (vii) agree the terms of reference for those committees or sub committees set out in Part 2 of this Constitution;
- (viii) consider any business set out in the notice convening the meeting; and

To be eligible for election as Chairman or Vice-Chairman of the Board, any nominee should be present at the meeting. Nominations for the position of Chairman and Vice-Chairman of the Board must be submitted at least five working days in advance of the Annual General Meeting (accompanied by the consent to stand of the nominee). Nominations will not be accepted after the deadline stated.

#### **1.2 Appointment of Board Members on Committees, Sub-Committees and Outside Bodies**

At the Annual General Meeting, the Board will:

- (i) receive nominations of Board members to serve on each committee, sub committee and outside body; and
- (ii) appoint to those committees, sub-committees and outside bodies except where appointment to those bodies has been delegated by the Board.

### **1.3 Variation of Order of Business**

Except for items (i), (ii) and (iii) of Rule 1.1 above the order of business may be varied either:

- (a) by the Chairman at his/her discretion; or
- (b) by a resolution of the Board, passed on a motion (which need not be in writing) duly proposed and seconded which, once moved, shall be put without discussion.

## **2. ORDINARY MEETINGS**

### **2.1 Timing and Business**

The Board shall hold, in addition to the annual general meeting for that year, at least two other meetings (minimum statutory requirement) for the transaction of general business. Every such additional meeting shall be held at such hour and on such days as the Board may determine but shall be held as near as may be at regular intervals.

Each year the Board shall approve a calendar of meeting of the Board and its committees.

Ordinary meetings of the Board will:

- (i) elect a person to preside if the Chairman and Vice-Chairman are not present;
- (ii) deal with any business required by statute to be done before any other business;
- (iii) approve the minutes of the last meeting;
- (iv) deal with any business expressly required by statute to be done;
- (v) consider approval of the continued absence of any member who is likely to fall foul of the disqualification provisions of Article 2 in relation to the vacation of office for failure to attend meetings.
- (vi) receive any declarations of interest from members;
- (vii) receive any announcements from the Chairman of the Board or the Director;
- (viii) deal with questions submitted by members of the public under Rule 9;
- (ix) deal with formal questions from members under Rule 10;
- (x) deal with petitions or similar communications submitted by members of the public under Rule 23;
- (xi) dispose of any business from the last Board meeting;
- (xii) receive reports from the Executive Committee and consider questions and answers on any of those reports;
- (xiii) consider motions submitted by members pursuant to Rule 11 in the order in which they have been received;
- (xiv) consider any other business specified in the notice to the meeting; and
- (xv) authorise, where necessary, the sealing of documents.

### **2.2 Variation of Order of Business**

Except for items (i), (ii) and (iii) of Rule 2.1 above the order of business may be varied either:

- (a) by the Chairman at his/her discretion; or

- (b) by a resolution of the Board, passed on a motion (which need not be in writing) duly proposed and seconded which, once moved, shall be put without discussion.

### **3. EXTRAORDINARY MEETINGS**

#### **3.1 Calling Extraordinary Meetings.**

The Chairman of the Board or, if the office of Chairman is vacant, the Vice-Chairman may call an extraordinary general meeting of the Board at any time.

If the offices of Chairman and Vice-Chairman are vacant, the Director may call an extraordinary general meeting of the Board at any time.

Not less than 5 members of the Board may requisition an extraordinary general meeting of the Board. The requisition shall be in writing and shall be presented to the Chairman or, if the office of Chairman is vacant, to the Vice-Chairman or, if the offices of Chairman and Vice-Chairman are vacant, to the Director.

Where the Chairman, Vice-Chairman or Director have not called an extraordinary general meeting within seven days of the presentation of a requisition, any 5 members of the Board may forthwith call an extraordinary general meeting of the Board.

#### **3.2 Business**

The notice for the extraordinary general meeting must set out the specified business to be transacted, and no other business can be considered at the meeting.

### **4. TIME AND PLACE OF MEETINGS**

The time and place of meetings will be determined by the Board in advance and advised in the notice of the meeting.

### **5. NOTICE OF MEETINGS**

The Director will give notice to the public of the time and place of any meeting in accordance with the Access to Information Rules. At least three clear working days before a meeting, the Director will send a notice signed by him/her to every member of the Board or leave it at their usual place of residence. The notice will give the date, time and place of each meeting and specify the business to be transacted, and will be accompanied by such reports as are available.

Want of service of a notice on any member of the Board shall not affect the validity of a meeting of the Board.

### **6. CHAIRMAN OF MEETING**

The person presiding at the meeting may exercise any power or duty of the Chairman.

## **7. QUORUM – All meetings of the Board and its Committees and Sub Committees**

The quorum of a meeting will be at least one third of the whole number of members and shall, in any event, be not less than three members and include one local authority member, one member appointed by the Secretary of State and one parish member. During any meeting, if the Chairman counts the number of members present and declares there is not a quorum present, then the meeting will adjourn immediately. Remaining business will be considered at a time and date fixed by the Chairman. If s/he does not fix a date, the remaining business will be considered at the next scheduled meeting.

## **8. SUBSTITUTION**

In the event that a parish council member is unable to attend a meeting of the Executive Committee or one of its sub-committees, the member may nominate a substitute parish council Board member to attend in his/her place. The nominating member shall inform the Director and the committee clerk of the substitution at least 2 working days in advance of the meeting and ensure that the nominee is fully briefed and in possession of all relevant agendas and papers for the meeting. It shall be the responsibility of the nominee to brief the nominating member of the outcome of the meeting.

## **9. DURATION OF MEETING**

Unless the majority of members present vote for the meeting to continue, any meeting that has lasted for four hours (excluding adjournments) will adjourn immediately following conclusion of the item of business under consideration. Remaining business will be considered at a time and date fixed by the Director, in consultation with the Chairman. If s/he does not fix a date, the remaining business will be considered at the next Ordinary Meeting.

## **10. QUESTIONS BY THE PUBLIC**

### **10.1 General**

Members of the public may ask questions at Ordinary Meetings of the Board, Executive Committee and sub-committees. A maximum period of fifteen minutes shall be allowed at any such meeting for public questions. This may be extended at the discretion of the Chairman.

### **10.2 Order of questions**

Questions will be asked in the order notice of them was received, except that the Chairman may group together similar questions.

### **10.3 Notice of questions**

A question may only be asked if notice has been given by delivering it in writing or by electronic mail to the Director no later than 5.00pm two working days before the day of the meeting. Each question must give the name and address of the questioner.

#### **10.4 Number of questions**

At any one meeting no person may submit more than two questions and no more than two such questions may be asked on behalf of one organisation.

#### **10.5 Scope of questions**

The Director may reject a question if it:

- is not about a matter for which the Board has a responsibility or which affects the Cotswolds AONB;
- is defamatory, frivolous or offensive;
- is substantially the same as a question which has been put at a meeting of the Board, a committee or sub-committee in the past six months; or
- requires the disclosure of confidential or exempt information.

#### **10.6 Record of questions**

The Director will enter each question in a book open to public inspection. Rejected questions will include reasons for rejection.

Copies of all accepted questions will be circulated to all members and will be made available to the public attending the meeting.

#### **10.7 Asking the question at the meeting**

The Chairman will invite the questioner to put the question to the member named in the notice. If a questioner who has submitted a written question is unable to be present, they may ask the Chairman to put the question on his/her behalf. The Chairman may ask the question on the questioner's behalf and/or indicate that a written reply will be given. A time limit of five minutes shall be allowed for the question to be asked. Any question duly submitted shall be dealt with at the meeting concerned.

#### **10.8 Response**

An answer may take the form of:

- (a) a direct oral answer;
- (b) where the desired information is in a publication of the Board or other published work, a reference to that publication; or
- (c) where the reply cannot conveniently be given orally, a written answer circulated later to the questioner.

If a question is submitted at least five working days prior to the meeting, a written answer will be guaranteed, but a written response cannot be guaranteed to questions submitted any later than five working days prior to the meeting.

#### **10.9 Supplementary question**

A questioner who has put a question in person may also put one supplementary question without notice in response to the reply to his or her original question.

A supplementary question must arise directly out of the original question or the reply. The Chairman may reject a supplementary question on any of the grounds in Rule 10.5 above.

An immediate answer cannot be guaranteed to any supplementary question.

#### **10.10 Written answers**

Any question which cannot be dealt with during public question time, because of lack of time, will be dealt with by a written answer.

#### **10.11 Reference of question to the Board, the Executive Committee or a sub-committee**

No discussion will take place on any question, but any member may move that a matter raised by a question be referred to the Board, the Executive Committee or an appropriate sub-committee. Once seconded, such a motion will be voted on without discussion.

### **11. QUESTIONS BY MEMBERS**

#### **11.1 On reports of Executive Committee or sub-committees**

A member of the Board may ask the Chairman or the Chairman of a sub-committee any question without notice upon an item of the report of the Executive Committee or a sub-committee when that item is being received or is under consideration by the Board.

### **12. MOTIONS ON NOTICE**

#### **12.1 Notice**

Except for motions which can be moved without notice under Rule 14, written notice of every motion, signed by at least two members, must be delivered to the Director not later than seven working days before the date of the meeting. These will be entered in a book open to public inspection.

#### **12.2 Motion set out in agenda**

Motions for which notice has been given will be listed on the agenda in the order in which notice was received, unless the member giving notice states, in writing, that s/he proposes to move it to a later meeting or withdraw it.

#### **12.3 Scope**

Motions must be about matters for which the Board has a responsibility or which affect the Cotswold AONB.

#### **12.4 Debate**

A motion concerning a matter within the purview of the Executive Committee, any other committee or sub-committee which is moved and seconded shall automatically stand referred to the Executive Committee, committee or sub-committee. The

Chairman may, however, allow the motion to be dealt with at the meeting at which it is moved if s/he considers it convenient and conducive to the despatch of business.

### **12.5 Voting on Motions**

At the end of a debate the motion shall be formally concluded by a vote.

## **13. MOTIONS WITHOUT NOTICE**

The following motions may be moved without notice:

- (a) to appoint a Chairman of the meeting at which the motion is moved;
- (b) in relation to the accuracy of the minutes;
- (c) to change the order of business in the agenda;
- (d) to refer something to an appropriate committee, body or individual;
- (e) to appoint a committee or members thereof arising from an item on the notice for the meeting;
- (f) to receive reports or adopt recommendations of the Executive Committee or sub-committees or officers and any resolutions following from them;
- (g) to withdraw a motion;
- (h) to amend a motion;
- (i) to proceed to the next business;
- (j) that the question be now put;
- (k) to adjourn a debate;
- (l) to adjourn a meeting;
- (m) that the meeting continue beyond four hours in duration (see Rule 9);
- (n) to suspend a particular Board Procedure Rule;
- (o) to exclude the public and press in accordance with the Access to Information Rules;
- (p) to not hear further a member named under Rule 21.3 or to exclude them from the meeting under Rule 21.4; and
- (q) to give the consent of the Board where its consent is required by this Constitution.

## **14. RULES OF DEBATE**

### **14.1 No speeches until motion seconded**

No speeches may be made after the mover has moved a proposal and explained the purpose of it until the motion has been seconded.

### **14.2 Right to require motion in writing**

Unless notice of the motion has already been given, the Chairman may require it to be written down and handed to him/her before it is discussed.

### **14.3 Secunder's speech**

When seconding a motion or amendment, a member may reserve his/her speech until later in the debate.



#### **14.4 Content and length of speeches**

Speeches must be directed to the question under discussion or to a personal explanation or point of order. No speech will normally exceed five minutes, although the Chairman shall have ultimate discretion as to the length of speeches.

#### **14.5 When a member may speak again**

A member who has spoken on a motion may not speak again whilst it is the subject of debate, except:

- (a) to speak once on an amendment moved by another member;
- (b) to move a further amendment if the motion has been amended since s/he last spoke;
- (c) if his/her first speech was on an amendment moved by another member, to speak on the main issue (whether or not the amendment on which s/he spoke was carried);
- (d) in exercise of a right of reply (see Rule 14.9);
- (e) on a point of order;
- (f) by way of personal explanation; and
- (g) if named subsequently in the debate.

#### **14.6 Amendments to motions**

- (a) An amendment to a motion must be relevant to the motion and will either be:
  - (i) to refer the matter to an appropriate committee, body or individual for consideration or reconsideration;
  - (ii) to leave out words;
  - (iii) to leave out words and insert or add others; or
  - (iv) to insert or add words;

as long as the effect of (ii) to (iv) is not to negate the motion.

- (b) Only one amendment may be moved and discussed at any one time. No further amendment may be moved until the amendment under discussion has been disposed of.
- (c) If an amendment is not carried, other amendments to the original motion may be moved.
- (d) If an amendment is carried, the motion as amended takes the place of the original motion. This becomes the substantive motion to which any further amendments are moved.
- (e) After an amendment has been carried, the Chairman will read out the amended motion before accepting any further amendments, or if there are none, put it to the vote.

#### **14.7 Alteration of motion**

- (a) A member may alter a motion of which s/he has given notice with the consent of the meeting. The meeting's consent will be signified without discussion.

- (b) A member may alter a motion which s/he has moved without notice with the consent of both the meeting and the seconder. The meeting's consent will be signified without discussion.
- (c) Only alterations which could be made as an amendment may be made.

#### **14.8 Withdrawal of motion**

A member may withdraw a motion which s/he has moved with the consent of both the meeting and the seconder. The meeting's consent will be signified without discussion. No member may speak on the motion after the mover has asked permission to withdraw it unless permission is refused.

#### **14.9 Right of reply**

- (a) The mover of a motion has a right to reply at the end of the debate on the motion, immediately before it is put to the vote.
- (b) If an amendment is moved, the mover of the original motion has the right of reply at the close of the debate on the amendment, but may not otherwise speak on it.
- (c) The mover of the amendment has a right of reply to the debate on his or her amendment immediately before the mover of the original motion.

#### **14.10 Motions which may be moved during debate**

When a motion is under debate, no other motion may be moved except the following procedural motions:

- (a) to withdraw a motion;
- (b) to amend a motion;
- (c) to proceed to the next business;
- (d) that the question be now put;
- (e) to adjourn a debate;
- (f) to adjourn a meeting;
- (g) that the meeting continue beyond four hours in duration (see Rule 9);
- (h) to exclude the public and press in accordance with the Access to Information Rules; and
- (i) to not hear further a member named under Rule 21.3 or to exclude them from the meeting under Rule 21.4.

#### **14.11 Closure motions**

- (a) A member may move, without comment, the following motions at the end of a speech of another member:
  - (i) to proceed to the next business;
  - (ii) that the question be now put;
  - (iii) to adjourn a debate; or
  - (iv) to adjourn a meeting.

- (b) If a motion to proceed to next business is seconded and the Chairman thinks the item has been sufficiently discussed, s/he will give the mover of the original motion a right of reply and then put the procedural motion to the vote.
- (c) If a motion that the question be now put is seconded and the Chairman thinks the item has been sufficiently discussed, s/he will put the procedural motion to the vote. If it is passed s/he will give the mover of the original motion a right of reply before putting his/her motion to the vote.
- (d) If a motion to adjourn the debate or to adjourn the meeting is seconded and the Chairman thinks the item has not been sufficiently discussed and cannot reasonably be discussed on that occasion, s/he will put the procedural motion to the vote without giving the mover of the original motion the right of reply.

#### **14.12 Point of Order**

A member may raise a point of order at any time. A member must stand when raising a point of order. The Chairman will hear it immediately. A point of order may only relate to an alleged breach of these Board Rules of Procedure or the law. The member must indicate the rule or law and the way in which s/he considers it has been broken. The ruling of the Chairman on the matter will be final.

#### **14.13 Personal explanation**

A member may make a personal explanation at any time. A member must stand when making a point of personal explanation. A personal explanation may only relate to some material part of an earlier speech by the member which may appear to have been misunderstood in the present debate. The ruling of the Chairman on the admissibility of a personal explanation will be final.

### **15. CONFLICTS OF INTEREST**

15.1 Where a potential conflict of interest arises in carrying out a Board function, this should be dealt with in accordance with the Board's Code of Conduct as set out in Part 4 of the Constitution.

### **16. PREVIOUS DECISIONS AND MOTIONS**

#### **16.1 Motion to rescind a previous decision**

A motion or amendment to rescind a decision made at a meeting of Board within the past six months cannot be moved unless the notice of motion is signed by at least one quarter of the whole number of members of the Board.

#### **16.2 Motion similar to one previously rejected**

A motion or amendment in the same terms as, or similar terms to, one that has been rejected at a meeting of Board in the past six months cannot be moved for a further six months, unless this rule is suspended pursuant to Rule 25 or Rule 34.

## **17. VOTING**

### **17.1 Majority**

Unless this Constitution provides otherwise, any matter will be decided by a simple majority of those members voting and present in the room at the time the question was put.

### **17.2 Chairman's casting vote**

If there are equal numbers of votes for and against, the Chairman will have a second or casting vote. There will be no restriction on how the Chairman chooses to exercise a casting vote.

### **17.3 Show of hands**

Unless a ballot or recorded vote is demanded under Rules 17.4 and 17.5, the Chairman will take the vote by show of hands, or if there is no dissent, by the affirmation of the meeting.

### **17.4 Ballots**

The vote will take place by ballot if one quarter of the number of members present at the meeting demand it. The Chairman will announce the numerical result of the ballot immediately the result is known.

### **17.5 Recorded vote**

If, before a vote is taken, three members present at the meeting demand it, the names for and against the motion or amendment or abstaining from voting will be taken down in writing and entered into the minutes. A demand for a recorded vote will override a demand for a ballot except when voting for appointments when a ballot shall prevail.

### **17.6 Right to require individual vote to be recorded**

Where any member requests it immediately after the vote is taken, their vote will be so recorded in the minutes to show whether s/he voted for or against the motion or abstained from voting.

### **17.7 Voting on appointments**

If there are more candidates than there are vacancies to be filled, the method of voting will be by way of ballot among the members entitled to vote. Each member shall be entitled to the number of votes equal to the number of vacancies. The candidate(s) with the most number of votes in the ballot shall be appointed. In the event of a tie, a second ballot for the tied candidates shall be conducted in the same way as the first ballot. If there continues to be a tie after the second ballot the Chairman may decide whether to call another ballot or whether to decide the issue by the drawing of lots.

## **18. MINUTES**

### **18.1 Signing the minutes**

The Chairman will sign the minutes of the proceedings (including confidential minutes) at the next suitable meeting. The Chairman will move that the minutes of the previous meeting be signed as a correct record. The only part of the minutes that can be discussed is their accuracy.

When the minutes have been signed, members may ask questions to ascertain what progress has been made on a particular matter referred to in the minutes, but not make any other statement or generate discussion on the minutes.

### **18.2 No requirement to sign minutes of previous meeting at Extraordinary Meeting**

Where in relation to any meeting, the next meeting for the purpose of signing the minutes is a meeting called under paragraph 3 of Schedule 12 to the Local Government Act 1972 (an Extraordinary Meeting), then the next following meeting (being a meeting called otherwise than under that paragraph) will be treated as a suitable meeting for the purposes of paragraph 41(1) and (2) of schedule 12 relating to signing of minutes.

### **18.3 Form of minutes**

Minutes will contain all motions and amendments in the exact form and order the Chairman put them.

(The minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information may not be made available to the public but a summary of the proceedings will be made available where the minutes open to inspection do not provide a reasonably fair and coherent record - See the Access to Information Procedure Rules).

## **19. RECORD OF ATTENDANCE**

All members present during the whole or part of a meeting must sign their names on the attendance sheets before the conclusion of every meeting to assist with the record of attendance.

## **20. EXCLUSION OF PUBLIC**

Members of the public and press may only be excluded either in accordance with the Access to Information Rules in Part 3 of this Constitution or Rule 22 (Disturbance by Public).

## **21. MEMBERS' CONDUCT**

### **21.1 When a member may speak**

Members shall indicate to the Vice Chairman or the Director that they wish to speak. The Vice Chairman and the Director shall assist the Chairman to identify those who have so indicated. The Chairman shall invite members to speak at his/her discretion.

## **21.2 Standing to speak**

When a member speaks at Board meetings, s/he is encouraged to stand and address the meeting through the Chairman. If more than one member stands, the Chairman will ask one to speak and the other(s) must sit. Other members must remain seated whilst a member is speaking unless they wish to make a point of order or a point of personal explanation.

## **21.3 Chairman standing**

When the Chairman stands during a debate, any member speaking at the time must stop and sit down. The meeting must be silent.

## **21.4 Member not to be heard further**

If a member persistently disregards the ruling of the Chairman by behaving improperly or offensively or deliberately obstructs business, the Chairman may move that the member be not heard further. If seconded, the motion will be voted on without discussion.

## **21.5 Member to leave the meeting**

If the member continues to behave improperly after such a motion is carried, the Chairman may move that either the member leaves the meeting or that the meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion.

## **21.6 General disturbance**

If there is a general disturbance making orderly business impossible, the Chairman may adjourn the meeting for as long as s/he thinks necessary.

## **22. DISTURBANCE BY PUBLIC**

### **22.1 Removal of member of the public**

If a member of the public interrupts proceedings, the Chairman will warn the person concerned. If they continue to interrupt, the Chairman will order their removal from the meeting room.

### **22.2 Clearance of part of meeting room**

If there is a general disturbance in any part of the meeting room open to the public, the Chairman may call for that part to be cleared.

## **23. RECORDING AND OTHER APPARATUS**

No one shall bring into the room in which the Board or Executive Committee or a sub-committee meeting, any camera or other apparatus capable of making a photographic or other pictorial record for subsequent use, or any ray or transmitting apparatus, recording machine or other apparatus capable of recording speech for subsequent use, or any typewriter, laptop or similar device, or any active mobile

phone, or any other such apparatus, without the prior written consent of the Director acting in consultation with the Chairman.

Any person acting in breach of this provision can be required to leave the meeting forthwith.

This provision shall not apply to the use of a laptop or similar device by any member or officer of the Board for any purpose connected with the business being transacted at any meeting.

## **24. PETITIONS**

Any petition or similar communication received by a member or the Director should first be presented formally to the next meeting of the Board by the member or Director and then referred to the Executive Committee for consideration.

These provisions do not apply to any petition or similar communication concerning planning applications or similar matters, which must be presented direct to the Living and Working Sub-Committee.

For the purposes of this Rule, a petition or similar communication must contain the names of at least 10 people resident within the Cotswolds AONB.

## **25. SUSPENSION AND AMENDMENT OF BOARD PROCEDURE RULES**

### **25.1 Suspension**

All of these Board Rules of Procedure except Rule 17.6 and Rule 18.2 may be suspended by motion on notice or without notice if at least one half of the whole number of members of the Board are present. Suspension can only be for the duration of the meeting.

### **25.2 Amendment**

Any motion to add to, vary or revoke these Board Rules of Procedure will, when proposed and seconded, stand adjourned without discussion to the next Ordinary Meeting of the Board.

## **2. EXECUTIVE COMMITTEE AND SUB-COMMITTEE PROCEDURE RULES**

### **26. APPLICATION OF BOARD PROCEDURE RULES TO EXECUTIVE COMMITTEE, OTHER COMMITTEES AND SUB-COMMITTEES**

All of the Board Rules of Procedure apply to meetings of the Board. Only Rules 5-14 (subject to Rule 14 being extended to allow a member to speak more than once on a matter at the discretion of the Chairman), and 16-25 (but not Rule 21.1) apply to meetings of the Executive Committee, other committees and sub-committees.

### **27. APPOINTMENT OF COMMITTEES**

The Board at its Annual General Meeting must appoint such committees or sub-committees as it is required to appoint by or under any statute or by virtue of the Constitution.

The Board can at any other time appoint such other committees or sub-committees as it considers necessary or disestablish any committees or sub-committees. It can at any time dissolve or alter the membership of a committee or sub-committee.

### **28. ORDINARY MEETINGS OF EXECUTIVE COMMITTEE, OTHER COMMITTEES AND SUB-COMMITTEES**

Ordinary Meetings of the Executive Committee, other committees and sub-committees must be held on dates and times fixed by the Board. The date and time fixed may be altered by the Chairman if, for good reason, s/he considers that the date fixed is inconvenient for the despatch of business.

### **29. SPECIAL MEETINGS OF EXECUTIVE COMMITTEE, COMMITTEES AND SUB-COMMITTEES**

The Chairman or the Chairman of the committee or sub-committee may call a Special Meeting of the Executive Committee, committee or the sub-committee at any time. A Special Meeting can also be requisitioned by at least one quarter of the whole number of the members of the Executive Committee, committee or the sub-committee, subject to a minimum of three members. The requisition must be delivered in writing to the Director and must specify the business which it is proposed to transact at the meeting.

The notice for the Special Meeting must set out the specified business to be transacted, and no other business can be considered at that meeting.

30. Spare

### **31. CHAIRMEN OF OTHER COMMITTEES AND SUB-COMMITTEES**

31.1 Every committee (other than the Executive Committee) and sub-committee at its first meeting after the Annual General Meeting must, as its first item of business, elect a Chairman and appoint a Vice-Chairman. To be eligible for election/appointment, any nominee should be present at the meeting.



31.2 The Chairman of the Board shall act as the Chairman of the Executive Committee but is not eligible to hold office as a Chairman of another committee or sub-committee during his/her term.

31.3 No member of the Board is entitled to hold the office of the Chairman of more than one committee or sub-committee at any time.

31.4 No member of the Board is entitled to hold the office of the Chairman of any committee or sub-committee for a continuous period of more than 10 years.

## **32. POWER OF REQUISITION**

32.1 Once a vote has been taken on a matter for which the Executive Committee, another committee or sub-committee has power to act, the decision of the Executive Committee, other committee or sub-committee is made.

32.2 If, however, three members of the Executive Committee, other committee or a sub-committee so request, the matter is classed as “unresolved” and stands referred to the next Ordinary Meeting of the Board, or, in the case of the sub-committee, the Executive Committee, for decision.

32.3 The request must be made immediately after the vote is taken, and before the meeting moves on to the next item of business as set out on the agenda.

32.4 The effect of such an action is that the power of the Executive Committee, the committee or sub-committee to deal with the matter is cancelled. The Executive Committee, the committee or sub-committee will report to the Board Meeting with a recommendation. The Board will receive all the paperwork in support of the item to be decided.

## **33. PROPOSER OF MOTION MAY ATTEND**

33.1 A member of the Board who has proposed a motion which has been referred to the Executive Committee, the committee or any sub-committee of which s/he is not a member is entitled to attend the meeting at which the motion is to be considered and to speak at the meeting, but may not vote.

## **34. ITEMS FOR AGENDA**

34.1 A member can require that an item be placed on the agenda for a Committee if s/he gives notice of such a request not later than noon on the Monday of the week preceding the meeting in question; provided that no Member may seek to exercise his/her right under this Rule in relation to an item which s/he has previously had placed on an agenda within the preceding six months, or where the matter has been debated and determined within the preceding six months.

## **35. ATTENDANCE OF MEMBER AS OBSERVER**

35.1 Non-members of the Executive Committee, committees and sub-committees have the right to attend the meetings as observers. They may speak by invitation only from the Chairman, but may not vote. A similar right is afforded to the Chairman of the Executive Committee (or his/her appointed representative from the Executive Committee).

36. Spare

## **37. SUSPENSION OF PROCEDURE RULES**

37.1 All of the Rules of Procedure which apply to meetings of the Executive Committee, other committees and sub-committees except Rule 16.1, Rule 17.6 and Rule 18.2 may be suspended by motion on notice or without notice if at least one half of the whole number of members of the Executive Committee/committee/sub-committee are present and support the suspension. Suspension can only be for the duration of the meeting.

37.2 Any notice of motion to suspend Procedure Rules to enable the rescinding of a decision taken within the preceding six months must be submitted in line with the normal procedure for the submission of notices of motion, except that in cases which satisfy the legal conditions of urgency, any such notice of motion be permitted to be dealt with at the meeting concerned.

## **38. CONFLICTS OF INTEREST**

38.1 Where a potential conflict of interest arises in carrying out an Executive Committee, committee or sub-committee function, this should be dealt with in accordance with the Board's Code of Conduct as set out in Part 4 of the Constitution.

## **39. EXECUTIVE COMMITTEE, OTHER COMMITTEE AND SUB-COMMITTEE AGENDAS AND MEETING PROGRAMME**

39.1 The Executive Committee will meet on at least eight occasions during the year. The meeting programme will be submitted to the annual meeting of the Board. The Chairman may call additional Executive Committee meetings and the Director will make the necessary arrangements.

39.2 The Chairman of the Executive Committee has responsibility for the agenda of the Executive Committee, in consultation with the Director. The Chairman can put any executive matter on the agenda of the Executive Committee. The Chairman can include urgent item(s) at the meeting.

39.3 Copies of the Executive Committee agenda will be circulated to all members by the Director.

39.4 Agendas for other committees and sub-committees are the responsibility of the Chairmen of those committees and sub-committees.

39.5 The Head of Paid Service, Monitoring Officer or Finance Officer (as defined in Article 13 of the Constitution) can also require matters to be placed before the Executive Committee, another committee or sub-committee. They can require the Director to call such a meeting in pursuance of their statutory duties.

## **40 REPORTS TO EXECUTIVE COMMITTEE**

40.1 All reports to the Executive Committee, whether written or oral, must set out details of the consultation carried out and its outcome.

#### **41. APPOINTMENTS TO OUTSIDE BODIES**

41.1 When an individual Executive Committee member is appointed to an outside body, a public record of this will be kept by the Director and circulated to all members as soon as possible after the appointment has been made.

#### **42. MATTERS OF URGENCY**

The Director, as the Board's Head of Paid Service, has delegated authority to take any action s/he considers necessary in the interests of the Board in cases of urgency. S/he must only act after consultation with the Chairman. Any action taken in this way shall be reported to the first available meeting of the Executive Committee or the Board.

### **3. ACCESS TO INFORMATION PROCEDURE RULES**

#### **1. SCOPE**

These rules apply to all meetings of the Board, the Executive Committee, other committees and sub-committees (together called “meetings”).

#### **2. ADDITIONAL RIGHTS TO INFORMATION**

These rules do not affect any more specific rights to information contained elsewhere in this Constitution or the law.

#### **3. RIGHTS TO ATTEND MEETINGS**

Members of the public may attend all meetings subject only to the exceptions in these rules.

#### **4. NOTICES OF MEETING**

The Director will give at least three clear working days’ notice of any meeting by posting details of the meeting at the designated office - namely the Old Police Station, Northleach and on the Board’s website.

#### **5. ACCESS TO AGENDA AND REPORTS BEFORE THE MEETING**

The Director will make copies of the agenda and reports open to the public available for inspection at the designated office at least three working days before the meeting. If an item is added to the agenda later, the revised agenda (where reports are prepared after the notice has been sent out, the Director shall make each such report available to the public as soon as the report is completed and sent to Board members) will be open to inspection from the time the item was added to the agenda.

#### **6. SUPPLY OF COPIES**

a) The Director will supply copies of:

- any agenda and reports which are open to public inspection;
- any further statements or particulars necessary to indicate the nature of the items in the agenda; and
- any other documents supplied to Board members in connection with an item, if the Director thinks fit

to any person on payment of a charge for postage, photocopying and any other costs.

b) A copy of the minutes of the proceedings at each meeting of the Board shall be sent to:

- the proper officer of each local authority specified in Schedule 1 of the Order;
- each parish council or parish meeting specified in Schedule 2 of the Order;
- Natural England.
- DEFRA

c) In addition, the Board shall, if requested by the Secretary of State, forthwith give to the organisations in b) above a copy of any report, return or information which the Board is required to send or give to the Secretary of State in accordance with Section 230 of the Local Government Act 1972.

## **7. ACCESS TO MINUTES ETC. AFTER THE MEETING**

The Director will make available copies of the following for six years after a meeting:

- the minutes of the meeting excluding any part of the minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information;
- a summary of any proceedings not open to the public where the minutes open to inspection would not provide a reasonably fair and coherent record;
- the agenda for the meeting; and
- reports relating to items when the meeting was open to the public.

## **8. BACKGROUND PAPERS**

### **8.1 List of Background Papers**

The Director will set out in every report a list of those documents (called background papers) relating to the subject matter of the report which in his/her opinion:

- (a) disclose any facts or matters on which the report or an important part of the report is based; and
- (b) which have been relied on to a material extent in preparing the report

but does not include published works or those which disclose exempt or confidential information (as defined in Rule 10 below).

### **8.2 Public Inspection of Background Papers**

The Director will make available for public inspection for four years after the date of the meeting one copy of each of the documents on the list of background papers.

## **9. SUMMARY OF THE PUBLIC'S RIGHTS**

A written summary of the public's rights to attend meetings and to inspect and copy documents will be kept at and made available to the public at the Board's offices at The Old Police Station, Northleach.

## **10. EXCLUSION OF ACCESS BY THE PUBLIC TO MEETINGS**

### **10.1 Confidential Information - Requirement to Exclude Public**

The public may be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.

## 10.2 Exempt Information - Discretion to Exclude Public

The public may be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that exempt information would be disclosed.

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

## 10.3 Meaning of Confidential Information

Confidential information means information given to the Board by a Government Department on terms which forbid its public disclosure or information which cannot be publicly disclosed by Court Order.

## 10.4 Meaning of Exempt Information

Exempt information means information falling within the following seven categories detailed in Schedule 12A of the Local Government Act 1972 (subject to any qualifications, and to the interpretations identified):

Category	Interpretation
1. Information relating to any individual.	
2. Information which is likely to reveal the identity of an individual.	
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).	'Financial or business affairs' includes contemplated, as well as past or current, activities.
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matters arising between the Board or a Minister of the Crown and employees of, or office-holders under, the Board.	'Labour relations matter' means - (a) any of the matters specified in paragraphs (a) to (g) of section 218(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (matters which may be the subject of a trade dispute, within the meaning of that Act); or (b) any dispute about a matter falling within paragraph (a) above; and, for the purposes of this definition, the enactments mentioned in paragraph (a) above, with the necessary modifications, shall apply in relation to office-holders under the Board as they apply in relation to employees of the Board.
	'Employee' means a person employed

under a contract of service.

'Office-holder', in relation to the Board, means the holder of any paid office, appointments to which are or may be made or confirmed by the Board or by any joint committee/board on which the Board is represented or by any person who holds any such office or is an employee of the Board.

5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.

6. Information which reveals that the Board proposes -

- (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or
- (b) to make an order or direction under any enactment.

7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.

Qualifications:

(i) Information falling within paragraph 3 above is not exempt information by virtue of that paragraph if it is required to be registered under -

- (a) the Companies Act 1985;
- (b) the Friendly Societies Act 1974;
- (c) the Friendly Societies Act 1992;
- (d) the Industrial and Provident Societies Acts 1965 to 1978;
- (e) the Building Societies Act 1986; or
- (f) the Charities Act 1993.

N.B. 'registered', in relation to information required to be registered under the Building Societies Act 1986, means recorded in the public file of any building society (within the meaning of that Act).

(ii) Information which -

- (a) falls within any of paragraphs 1 to 7 above; and
- (b) is not prevented from being exempt by virtue of qualifications (i) or (ii) above,

is exempt information if and so long as, in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

**11. EXCLUSION OF ACCESS BY THE PUBLIC AND PRESS TO REPORTS**

If the Director thinks fit, the Board may exclude access by the public and press to reports which in his or her opinion relate to items during which, in accordance with Rule 10, the meeting is likely not to be open to the public. Such reports will be marked "Not for Publication" together with the category of information likely to be disclosed

**12. ADDITIONAL RIGHTS OF ACCESS FOR MEMBERS**

Members have additional rights of access to documents as set out in the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2000 (as amended). They also have certain common law rights. More information on this is given in the Protocol on Member/Officer Relations set out in Part 4 of this Constitution.



## **4. BUDGET AND POLICY FRAMEWORK PROCEDURE RULES**

### **1. The framework for decision making**

The Board will be responsible for the adoption of its Budget and Policy Framework as set out in Article 4. Once a Budget and Policy Framework is in place, it will be the responsibility of the Executive Committee to implement it.

The principle vehicle for approving and stating the Board's Budget and Policy Framework is the annual Business Plan.

### **2. Process for developing the Business Plan**

The process by which the Business Plan shall be developed is:

- (a) In each year the Executive Committee will draw up a programme for establishing the Business Plan for the following year.
- (b) The Executive Committee will draw upon work of other committees, sub-committees and working groups in developing its proposals to the Board.
- (c) The Business Plan to be presented to the Board will be the subject of consultation with its funding partners.
- (d) In reaching a decision on the Business Plan, the Board may adopt the Executive Committee's proposals, amend them or substitute its own proposals in their place.
- (e) In approving the Business Plan presented to it by the Executive Committee, the Board will also specify the extent of virement within the Budget and degree of in-year changes which may be undertaken by the Executive Committee, in accordance with paragraphs 3 and 4 of these Rules. Any other changes to the Business Plan are reserved to the Board.

### **3. Virement**

The Board will decide on virement limits in accordance with the nature of its functions and the size of its budget. This may be by reference to percentage of budget, number of episodes of virement or by reference to a financial limit. These details will be contained in the Board's Financial Regulations.

### **4. In-Year Changes to Budget and Policy Framework**

The responsibility for agreeing the Budget and Policy Framework lies with the Board, and decisions by the Executive Committee, officers or joint arrangements discharging Executive Committee functions must be in line with it. No changes to any policy and strategy that make up the Policy Framework may be made by those bodies or individuals, except those changes:

- (i) necessary to ensure compliance with the law, ministerial direction or Government guidance;

- (ii) in relation to the Policy Framework in respect of a policy which would normally be agreed annually by the Board following consultation, but where the existing policy document is silent on the matter under consideration.

## **5. Decisions Outside the Budget or Policy Framework**

- 5.1 Subject to the provisions of paragraphs 3 and 4 above, the Executive Committee and any officers or joint arrangements discharging Executive Committee functions may only take decisions which are in line with the Budget and Policy Framework. If any of these bodies or persons wishes to make a decision which is contrary to the Policy Framework, or contrary to or not wholly in accordance with the Budget approved by Full Board, then that decision may only be taken by the Board, subject to paragraph 6 below.
- 5.2 If the Executive Committee or any officers, or joint arrangements discharging Executive Committee functions want to make such a decision, they shall take advice from the Director and/or the Monitoring Officer as to whether the decision they want to make would be contrary to the Policy Framework, or contrary to or not wholly in accordance with the Budget. If the advice of either of those officers is that the decision would not be in line with the existing Budget and/or Policy Framework, then the decision must be referred by that body or person to the Board for decision, unless the decision is a matter of urgency, in which case the provisions in paragraph 6 shall apply.

## **6. Urgent Decisions Outside the Budget or Policy Framework**

- 6.1 The Executive Committee, officers or joint arrangements discharging Executive Committee functions may take a decision which is contrary to the Board's Policy Framework or contrary to or not wholly in accordance with the Budget approved by the Board if the decision is a matter of urgency. However, the decision may only be taken if it is not practical to convene a meeting of the Board.
- 6.3 Following the decision, the decision taker must provide a full report to the next Board meeting explaining the decision, the reasons for it and why the decision was treated as a matter of urgency.

## 5. FINANCIAL AND CONTRACT REGULATIONS

Section 23 of the Order states that:

(1) Sections 151 (financial administration) and 168 (financial returns) of the Local Government Act 1972 shall apply in relation to the Board as if the Board were a local authority for the purposes of those sections.

(2) Subject to paragraphs (3) and (4) (below) the Board shall –

(a) keep a fund (to be known as the general fund) to which all income to the Board shall be carried and from which all expenditure discharging liabilities shall be met; and

(b) keep accounts of income and expenditure of the general fund.

(3) The provisions of paragraph (1) (above) are without prejudice to any provision contained in any enactment or instrument requiring the Board to keep –

(a) specific fund or funds in respect of specified income and expenditure of the Board; and

(b) specific accounts in respect of specific income and expenditure of any funds of the Board.

(4) Nothing in paragraph (2)(a) (above) shall be construed as requiring or authorising the Board to apply or dispose of surplus revenue arising from any undertaking carried on by them otherwise than in accordance with any enactment or instrument applicable to the undertaking.

### Responsibilities

1. The Board is responsible for ensuring the effective regulation and control of the finances of the Conservation Board for Cotswolds AONB. This includes:

- a) Ensuring the solvency of the organisation;
- b) Developing a reserve fund to support future expenditure;
- c) Safeguarding the organisation's assets;
- d) Ensuring the effective and efficient use of the organisation's resources;
- e) Ensuring compliance with any regulatory body's performance standards;
- f) Ensuring that financial controls are in place and working effectively and that a statement of assurance is produced by the external auditors annually;
- g) Ensuring the organisation complies with any regulatory body's code of audit practice;
- h) Approving the organisation's strategic plans;
- i) Approving annual estimates of income and expenditure and approving the annual financial statements;
- j) Appointing the organisation's external auditors;
- k) Approving Financial Regulations and changes thereto, as it considers necessary for the proper control of the finances, accounts, income, expenditure and assets of the organisation.

2. The Executive Committee is accountable to the Board. The Executive Committee is responsible for the regular monitoring of the organisation's finances, including:
- a) With the Director and the Finance Officer, ensuring that the Board has adequate information to enable it to discharge its financial responsibilities;
  - b) Examining annual budgets, presenting them to the Board and recommending their approval;
  - c) Ensuring that short term budgets are in line with agreed longer term plans;
  - d) Ensuring that budgets are followed;
  - e) Deciding on financial matters within its delegated powers;
  - f) Receive and act upon reports from internal and external auditors.
  - g) Considering any other matter relevant to the financial duties of the Board and to make recommendations accordingly;
  - h) Recommending to the Board changes to Financial Regulations.
3. The Director is responsible for:
- a) The operational management of the organisation's affairs;
  - b) Reporting to the Executive Committee on the level of resources to be used in each financial year;
  - c) Keeping the Committee informed of the organisation's financial performance through the year;
  - d) Ensuring that officers follow Financial Regulations set by the Board;
  - e) Ensuring that officers are accountable for the security, custody and control of the organisations resources, including cash and equipment.
4. The Functions of the Finance Officer are set out in Article 13.03 of the Constitution. The Finance Officer is responsible to the Director for the administration and control of the organisation's finances, which includes:
- a) Preparing the draft annual budget and accounts with the Director;
  - b) Presenting the budget and accounts to the Executive Committee and the Board;
  - c) Preparing monthly statements for the Director and the Executive Committee;
  - d) Liaising with the organisation's auditors;
  - e) Monitoring the day to day running of the organisation's financial activity;
  - f) With the Director, maintaining an efficient system of internal control as set by the Board. (The principle of separation of duties must be built into financial procedures, where possible.)
  - g) Debt management;
  - h) Grant management.
5. All members and officers are responsible for observing the organisation's financial regulations and procedures.

### **Budgetary Control**

6. A draft annual budget will be prepared as part of the business planning process in the autumn of each year (in consultation with DEFRA) and presented to the Executive Committee for consideration before submission to the Board for approval.

8. The Director is responsible for the control of income and expenditure within the agreed core and project budgets.
9. Financial information comparing actual income and expenditure to the budgets will be provided by the Finance Officer to the Director, in a format decided by the Director, at a frequency determined by the Director.
10. Regular, prompt and accurate records of the budgetary position shall be presented to the Executive Committee at quarterly meeting of the Committee or the Board.
11. Virement will only be allowed where conditions of grants or donations permit and must be approved at the following levels:

<b>Value of Virement</b>	<b>Level of Authority</b>
£0 - £10,000	Director
£10,001 - £50,000	Executive Committee
Above £50,000	Board

## **Banking**

12. All bank accounts will be opened in the name of the Conservation Board for the Cotswolds AONB.
13. Bank accounts may only be opened or closed with the authority of the Board or the Executive Committee, on the signature of the Director.
14. The Finance Officer is responsible for liaising with the organisation's bankers in relation to accounts, statements and cheques.
15. All cheques and payment arrangements shall be ordered on the authority of the Director who shall make proper arrangements for their security.
16. Cheques and electronic payments will be authorised by two different people in accordance with the delegation of the Director. Payments will only be completed on the presentation of a certified voucher through the Board's SAGE accounting system.
17. Both officers authorising the payment will check that the payment is proper and in accordance with the budget.
18. The Director will inform the Board bankers of changes to the authorised signatories to the Boards accounts.
19. Bank reconciliations shall be carried out regularly and at least monthly by the Finance Officer who will inform the Director of the results.

## **Income**

20. The Office Manager shall ensure that all money received through the post or by hand is recorded on the income return and properly safeguarded. The House

Manager shall ensure that money for the Agency Area is recorded on the till and safeguarded. An official receipt must be issued for all cash payments.

21. The House Manager shall account for money received in the Agency Area to the Office Manager at least weekly.

22. The Office Manager shall transfer money received into the Board's merchant (PayPal) account to the Board's current account at least monthly, and/ or when the balance exceeds £1,000.

23. All income should be banked intact. No deductions or payments may be made from any income collected on behalf of the organisation.

24. All statement, receipts and returns shall be securely filed in date order.

25. The Director shall ensure the prompt claiming and receipt of all grant income and contributions from funding partners.

26. Debtor accounts shall be produced using the SAGE accounting system. The Office Manager will monitor outstanding debts and report thereon to the Director regularly.

### **Orders (includes Contracts)**

27. Project grants should be approved by the Executive Committee (through the Grants Sub-Committee) and signed in accordance with the delegation of the Director.

28. All orders should be let within budgeted limits. Orders which are in line with the budget allocation for that order must be approved by the Director or an officer delegated by the Director to have authority over the specified area of the Board's budget.

29. Where an order is likely to exceed the budget allocated for that expenditure, virement should be carried out in accordance with Financial Regulation 11 above. Where this does not provide sufficient budget for the order, it should not be completed until sufficient finance has been obtained and the order authorised by the Director, the Executive Committee or the Board in accordance with delegated powers.

30. Officers are not allowed to enter into contracts which commit the Board to expenditure beyond the current year without the express permission of the Director.

31. All works, goods and services shall be ordered in the Board's name with the exception of goods and services ordered for the Café/Agency Area which shall be ordered in the name of the Board on behalf of the Friends of the Cotswolds. All purchases will be logged on the purchase order number database, with the exception of utility accounts, rents, rates and purchases made using petty cash (see para 51 below) or the Board's corporate charge card. Charge card transactions will be recorded at the time of purchase in accordance with the accounting instructions.

32. Officers purchasing works, goods or services have a duty to seek value for money for the Board. To assist with this, the following procedures should be followed:

**Items with a value less than £2000**

The person purchasing the works, goods or services should use their best endeavours and judgement to seek value for money for the Board.

**Items with a value of greater than £2000 but less than £15,000.**

The officer should seek three quotations/prices. These may be taken from the supplier's catalogue, a price list, or from direct verbal or written communications with the supplier.

The officer should consider the quality and the cost of the items to be supplied and recommend to the Director the purchase that would most benefit the Board.

Evidence of the quotations should be retained with the order.

**Items with a value between £15,000 and £50,000**

Formal written tenders should be sought from at least three suppliers, based on a written specification of the Board's requirements. These tenders should be evaluated against the specification and the most economically advantageous option recommended to the Director.

The appointments of external consultants shall be the subject of written quotations and tenders which set out the scope of the work to be carried out, objectives to be achieved and the price to be paid.

33. The Director will maintain a record of officers authorised to sign payment vouchers (e.g. invoices, starter forms, timesheets) together with a sample of their signatures, and provide the Finance Officer and the Office Manager with a copy.

34. Payment vouchers will not be passed for payment without the signature of two officers. The first officer should sign to evidence that s/he has checked that:

- a) the goods, works or services have been received, examined and approved with regard to quantity and quality, services rendered or work done;
- b) invoice details (quantity, price and discount) are correct;
- c) the invoice is arithmetically correct;
- d) the invoice has not been paid previously;
- e) information required for internal Board records has been collected.

The second officer should sign to evidence that s/he has checked that the first officer's checks have been carried out and that the payment is in accordance with the Board's budget and requirement.

35. The Office Manager will mark the order voucher with the internally generated purchase order/invoice reference and the date the invoice was passed for payment to guard against duplicate payment.

36. The normal method of payment for works, goods or services will be by electronic payment on the Board's bank account. Where possible, payment will be made in 30 days of receipt of the invoice, or on terms agreed with the supplier. Payment may also be made by cheque or petty cash where electronic payment is not available.

37. By agreement with a suppliers who requires an account arrangement and/or a regular payment, the Board may make a payment by direct debit or standing order. An invoice is still required to support the payment and will be subject to the same controls as described in paragraphs 34 – 35 above. The Office Manager will verify the bank payment against the invoice when it is made.

38. Payment will only be made on an official, original invoice and not on statements or copy invoices without prior agreement of the Finance Officer or the Director in his absence.

### **Capital or large scale projects**

39. All capital and large scale schemes should have funding secured before any contract is signed or the scheme is commenced.

40. All capital schemes and large projects will require Board approval and will require a fully costed, funded and risk assessed plan including contingencies of 20%.

41. Schemes valued at more than £100,000 must be appraised by the Board's Finance Officer prior to submission to the Board.

42. Contracts for schemes in excess of the EU thresholds will be let in accordance with the EU Regulations.

43. Selection of organisations to be invited to tender shall be decided by the Board.

44. Invitations to tender must include a full specification and conditions of tender, including the requirement to comply with any special requirements. Tenderers must be informed of the tender submission process and treated equally in all respects.

45. Tenders shall be returned in plain envelopes, marked only "Tender" and the name of the contract. They shall be held securely by the Director until the time set for opening.

46. Tenders shall be opened by the Director and the Chairman and prices recorded at the time of opening on a form signed by those witnessing the opening. All documents shall be retained.

47. Any tender returned after the deadline date, or not complying with the conditions of tender shall be disqualified. The reason for the disqualification shall be recorded at the time of its occurrence and the documentation signed by the Director and the Chairman.

48. Tenders must be evaluated taking into account the price, the quality, the tenderer's capacity for fulfilling the contract, the financial status of the tenderer and the Board's budgetary provision.

49. Post tender negotiations before award of the contract should only take place if it has been established as a condition of the tendering process in advance. It should not be used to make fundamental changes to the specification or award criteria, but can be used, for example to improve discounts, payment terms, delivery dates, guarantees, etc. In conducting post tender negotiations the following must be adhered to:



- a) tenderers are informed in tender documentation that post tender negotiation may be used;
- b) at least two persons from the organisation are present at the negotiations
- c) a written record of the negotiations is kept.

50. Successful and unsuccessful tenderers must be informed of the award of the contract in writing

### **Petty Cash**

51. Where possible payment should always be made through the creditor system or claimed through the payroll. Only minor expense (suggested limit £40) shall be paid from petty cash.

52. It is the responsibility of the Office Manager to ensure that petty cash is controlled and balanced regularly (at least monthly) and the appropriate form completed to record expenditure and claim reimbursement.

53. Payments should be recorded (in a petty cash book or on the reimbursement claim form) as soon as they are made. All payments should be evidenced by a till receipt or similar voucher signed by the person making the purchase.

54. The petty cash float shall be drawn from the Board's bank account on an imprest system. Under no circumstances should the float be topped up from other sources.

55. The float should be kept in a secure place and the keys held by nominated officers.

### **Payroll**

56. Remuneration of officers will only be made through the payroll and against posts authorised in the budgeted establishment approved by the Board.

57. Allowances and expenses claimed by Board members and volunteers will be paid through the payroll in accordance with the same rules that apply to officers' pay.

58. All monthly payments will be paid on 20<sup>th</sup> day of the month. If this date falls on the weekend or a bank holiday, payment will be made on the nearest prior working day. All weekly payments will be made on the Friday of the week following the week worked on submission of a timesheet authorised by the House Manager. Payment will be by BACS transfer.

59. It is the responsibility of the Director to notify Cotswold District Council Personnel Service or Payroll Service of details of starters, leavers and other payroll information (including additional hours, allowance or expense claims, NI numbers, bank details and P45s) within the deadline for making payment on the following pay day (usually 6<sup>th</sup> day of the month).

60. It is the responsibility of the Cotswold District Council Payroll Service to arrange tax, NI and pension contributions, and any other authorised deduction for each officer in accordance with national calculations and Inland Revenue deadlines.

End of year returns will be completed by Cotswold District Council Payroll in accordance with Inland Revenue deadlines.

61. The Office Manager is responsible for liaising with the Payroll Service and for the distribution of payslips and other payroll documentation to individual members, officers and volunteers.

62. Claims for additional payments (e.g. overtime, allowances, expenses) must be completed and signed by the member, officer or volunteer claiming, checked for accuracy by the Office Manager and authorised by the Director. Expenses should be claimed within one month.

## **Pensions**

The Board is a scheduled body within the Local Government Pension Scheme through the Local Government Pension Scheme and Management and Investment Funds (Amendment) Regulations 2005. The Board is a member of the Gloucestershire County Council administered Local Government Pension Scheme.

63. As a member of the Gloucestershire County Council Pension Scheme, the Board will contribute to the Scheme at rates agreed from time to time with the County Council.

64. Officers in the Scheme will contribute to the Scheme by deduction from pay in accordance with the Scheme rules.

## **Insurance**

65. It is the responsibility of the Board to ensure that the organisation is properly insured. Insurance policies will be negotiated by the Director with a reputable insurance supplier.

66. Insurance will be maintained to cover the following risks:

- Employers Liability
- Public Liability
- Contents
- All Risks (where appropriate)
- Money
- Libel and Slander
- Motor Vehicles
- Fidelity Guarantee
- Professional Indemnity
- Personal Accident for Volunteers
- Trustee (Member) Indemnity
- Business Travel
- Business Interruption (in respect of the Old Police Station)

67. The Director will consult officers regularly to identify any new risks that require insurance or alteration to existing policies and report the Board's insurance arrangements and claims history to the Executive Committee annually.

68. The Office Manager will make appropriate arrangements to ensure that claims can be made promptly and that records are maintained of claims against each policy.

### **Accounts and Audit**

69. The Finance Officer shall determine the Board's accounting systems, form of accounts and supporting records in accordance with proper practice and the requirements of the Accounts and Audit Regulations 2011 or any subsequent amending legislation and any other relevant legislation.

70. The Finance Officer shall maintain an adequate and effective system of internal audit of the Board's accounting, financial and other operations in accordance with proper practice. The internal auditor shall be appointed by and shall carry out the work required by the Board in accordance with proper practices. In order to demonstrate objectivity and independence, the internal auditor shall be free from any conflicts of interest and shall have no involvement in the financial decision making, management or control of the Board. The internal auditor shall report to the Executive Committee in writing or in person on a regular basis with a minimum of one annual written report in respect of each financial year.

71. Any officer or member of the Board shall, if the Finance Officer or internal auditor requires, make available such documents information and explanations which relate to their accounting and other records as appear to the Finance Officer or internal auditor to be necessary.

72. The Finance Officer shall ensure the Board's annual accounts are completed in accordance with statutory requirements as soon as possible after the end of the financial year and shall present the accounts and any accompanying report to the Board by 30 June. The Finance Officer shall ensure that arrangements are made for the annual external audit in accordance with statutory requirements and that the auditor is supplied with all necessary information to carry out the audit. The Finance Officer shall bring to the attention of the Executive Committee any significant correspondence or report from the auditor (internal or external).

73. The accounts will be certified by the Chairman and submitted to the Department of Environment Food and Rural Affairs (DEFRA) and local authority partners (in accordance with Access to Information Procedure Rules para. 6(c) by the specified date.

74. Whenever any matter arises which involves, or is thought to involve, irregularities involving the finances, property of functions of the Board, the Director shall be informed immediately. The Director shall inform the Chairman of the Board. The Director shall investigate immediately and decide whether the investigation may be conducted internally (if there is no possibility of a crime having been committed) or reported to the police (if there is a possibility that a crime has been committed). The Director must report the outcome of his/her investigation to the Executive Committee. If appropriate, the matter may be dealt with under the Board's Disciplinary Procedures.

## Security Procedure

75. All cash and cheques shall be held securely and in accordance with the limits set in the Board's insurance policy. Officers carrying out banking should vary the day and time of their visits to the bank.

76. The security of the Board's computer system will be managed via controlled access, password procedures, protective software and back-up procedures under the advice of the Board's IT suppliers.

77. Financial information (in paper or electronic form) shall be retained for seven years including the current year.

## Asset Register

78. An asset register will be maintained for financial control and accounting (depreciation) purposes. All assets shall be recorded in the register. All new assets and disposals should be recorded promptly.

79. Assets should be checked against the register annually. Any missing or damaged assets should be reported to the Director and investigated.

80. Assets which are damaged beyond use, missing or obsolete may be written off and or disposed of on the following authority:

<b>Residual Value</b>	<b>Level of Authority</b>
£0 - £500	Director
£501 - £5000	Executive Committee
Above £5000	Board

The reason for the write off shall be recorded in the register.

## Borrowing

81. Section 28 of the Order states that:

(1) Subject to paragraph (3) (below), the Board may, with the approval of the Secretary of State, borrow money -

(a) for any purpose relevant to their functions under any enactment, or

(b) for the purposes of the prudent management of their financial affairs.

(2) The approval of the Secretary of State under paragraph (1) (above) may be given subject to conditions or limitations.

(3) The Board may borrow by way of temporary loan or overdraft from a bank or otherwise such money as the Board may temporarily require for the purpose of meeting expenses pending the receipt of revenues receivable by them in respect of the period of account in which the expenses are chargeable.

(4) A person lending money to the Board shall not be bound to enquire whether the Board have power to borrow the money and shall not be prejudiced by the absence of any such power.

82. All borrowing must be effected in accordance with the Order, in the name of the organisation and authorised in advance by the Board.

## **Property**

83. Land, Enforceability of Covenants

Section 26 of the Order states that:

Section 33 of the Local Government (Miscellaneous Provisions) Act 1982 (enforceability by local authorities of certain covenants relating to land) shall have effect as if references to a principal council included references to the Board; and for the purposes of this paragraph the reference in section (1) of that section to section 111 of the Local Government Act 1972 shall have effect as a reference to the powers and functions on the Board.

84. Agreements as to incidental matters

Section 27 of the Order states that:

(1) The Board may from time to time make agreements in consequence of this Order with any public body (within the meaning of Section 85(3) of the Local Government Act 2000) with respect to –

(a) any property, income, rights or liabilities (so far as affected by this Order) of the parties to the agreement; or

(b) any financial relations between those parties.

(2) such an agreement may provide –

(a) for the transfer or retention of any property, rights and liabilities, with or without conditions, and for joint use of any property;

(b) for the making of payments by any party to the agreement in respect of –

(i) property, rights, liabilities transferred or retained;

(ii) the joint use of [property; or

(iii) remuneration or compensation payable to any person.

(3) In default of agreement as to any disputed matter, the matter shall be referred to the arbitration of a single arbitrator agreed by the parties or, in default of agreement, appointed by the Secretary of State; and the award of the arbitrator may make any provision which might be contained in an agreement under this Article.

(4) In paragraph 3 (above) “disputed matter” means any matter which might be the subject of provision contained in an agreement under this Article.

85. Miscellaneous transactions and powers

Section 29 of the Order states that:

(1) The following provisions of the Local Government Act 1972 shall have effect as if the board were a principal council for the purposes of that Act and as if the Cotswolds Area of Outstanding Natural Beauty were the authority's area –

- (a) section 132 (provision of premises for public meetings);
- (b) section 135 (contracts of local authorities);
- (c) section 136 (contributions to expenditure on concurrent functions);
- (d) section 139 (acceptance of gifts and property);
- (e) sections 140, 140A and 140C (insurance);
- (f) sections 141 (research and the collection of information) and 142 (provision of information, etc);
- (g) section 144 (power to encourage visitors and provide conference and other facilities); and
- (h) section 222 and 223 (conduct of prosecutions and participation in other legal proceedings).

(2) Section 38 of the Local Government (Miscellaneous Powers) Act 1976 (use of spare capacity of local authority computers) shall have effect as if the Board were a local authority for the purposes of the Act.

(3) Section 41 of the Local Government (Miscellaneous Provisions ) Act 1982 (lost property) shall have effect as if the Board were a local authority for the purposes of the Act.

(4) Section 45 of the Local Government (Miscellaneous Provisions) Act 1982 (arrangements under the Employment and Training Act 1973) shall have effect as if the Board were a local authority to which the section applies.

## **6. OFFICER EMPLOYMENT PROCEDURE RULES**

### **1. Recruitment and Appointment**

#### **(a) Declarations**

- (i) The Board will draw up a statement requiring any candidate for appointment as an officer to state in writing whether they are the relative of an existing Board member or officer of the Board;
- (ii) In this paragraph:-
  - (a) “relative” means a spouse, partner, parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece or the spouse or partner of any of the preceding persons; and
  - (b) “partner” in sub-paragraph (ii)(a) above means a member of a couple who live together
- (iii) No candidate so related to a Board member or an officer will be appointed without the authority of the Director or, in the case of the appointment of the Director, by the Executive Committee.

#### **(b) Seeking support for appointment**

- (i) The Board will disqualify any applicant who directly or indirectly seeks the support of any Board member for any appointment with the Board. The content of this paragraph will be included in any recruitment information;
- (ii) No Board member will seek support for any person for any appointment with the Board.

### **2. Recruitment of Director**

Where the Board proposes to appoint a Director and it is not proposed that the appointment be made exclusively from among their existing officers, the Board will:

- (a) draw up a statement specifying:
  - (i) the duties of the officer concerned; and
  - (ii) any qualifications or qualities to be sought in the person to be appointed;
- (b) make arrangements for the post to be advertised in such a way as is likely to bring it to the attention of persons who are qualified to apply for it; and
- (c) make arrangements for a copy of the statement mentioned in paragraph (a) to be sent to any person on request.

### 3. **Appointment of Director**

The Board will approve the appointment of the Director following the recommendation of such an appointment by a selection panel of the Executive Committee, subject to the approval of the Secretary of State.

### 5. **Other Appointments**

**Officers below the Director:** Appointment of officers below the Director, is the responsibility of the Director or his/her nominee, and may not be made by Board members unless invited to do so by the Director.

### 6. **Disciplinary Action**

- (a) **Suspension:** The Head of Paid Service, Finance Officer and Monitoring Officer may be suspended by the Board whilst an investigation takes place into alleged misconduct. That suspension will be on full pay and last no longer than two months.
- (b) **Independent Person:** No other disciplinary action may be taken in respect of any of those officers except in accordance with a recommendation in a report made by a designated independent person under Regulation 7 of the Local Authorities (Standing Orders) Regulations 2001.
- (c) Board members will not be involved in the disciplinary action against any officer below Director level except where such involvement is necessary for any investigation or inquiry into alleged misconduct, though the Board's disciplinary, capability and related procedures, as adopted from time to time may allow a right of appeal to members in respect of disciplinary action. That involvement will be via the Board's Employment and Appeal Tribunal.

### 7. **Dismissal**

- (a) Board members will not be involved in the dismissal of any officer below Director level except where such involvement is necessary for any investigation or inquiry into alleged misconduct, though the Board's disciplinary, capability and related procedures, as adopted from time to time may allow a right of appeal to members in respect of dismissals.
- (b) Dismissal of Director/Head of Paid Service: Where a Committee is discharging, on behalf of the Board, the dismissal of the Director/Head of Paid Service, the Board must approve that dismissal before notice of dismissal is given to him/her.



# **Part 4**

## **Codes and Protocols**

# 1. MEMBERS' CODE OF CONDUCT

1. This code of conduct is adopted by the Board to promote and maintain high standards of conduct by its members and co-opted members.
2. This code applies to a member or co-opted member of this Board when acting in that role and it is the member's responsibility to comply with the provisions of the code.

## **General Principles**

3. All members shall observe the following general principles of public life:

### *Selflessness*

Members should serve only the public interest and should never improperly confer an advantage or disadvantage on any person.

### *Honesty and Integrity*

Members should not place themselves in situations where their honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.

### *Objectivity*

Members should make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.

### *Accountability*

Members should be accountable to the public for their actions and the manner in which they carry out their responsibilities, and should co-operate fully and honestly with any scrutiny appropriate to their particular office.

### *Openness*

Members should be open as possible about their actions and those of their Board, and should be prepared to give reasons for those actions.

### *Personal Judgment*

Members may take account of the views of others but should reach their own conclusions on the issues before them and act in accordance with those conclusions.

### *Respect for Others*

Members should promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. They should respect the impartiality and integrity of the Board's statutory officers, and its other employees.

### *Duty to Uphold the Law*

Members should uphold the law and, on all occasions, act in accordance with the trust that the public is entitled to place in them.

### *Stewardship*

Members should do whatever they are able to do to ensure that their authorities use their resources prudently and in accordance with the law.

### *Leadership*

Members should promote and support these principles by leadership and by example.

## **PART 1**

### **GENERAL PROVISIONS**

#### **Scope**

4. (1) A member must observe the Board's code of conduct whenever s/he:
- (a) conducts the business of the Board;
  - (b) conducts the business of the office to which s/he has been elected or appointed; or
  - (c) acts as a representative of the Board.

and references to a member's official capacity shall be construed accordingly.

(2) The Board's code of conduct shall not have effect in relation to the activities of a member undertaken other than in an official capacity.

(3) Where a member acts as a representative of the Board:-

- (a) on a relevant authority, s/he must, when acting for that other authority, comply with that other authority's code of conduct; or
- (b) on any other body, s/he must, when acting for that other body, comply with the authority's code of conduct, except and insofar as it conflicts with any other lawful obligations to which that other body may be subject.

(4) In this code, "member" includes a co-opted member of an authority.

#### **General Obligations**

5. A member must:-

- (a) promote equality by not discriminating unlawfully against any person;
- (b) treat others with respect;
- (c) not bully any person; and
- (c) not do anything which compromises or which is likely to compromise the impartiality of those who work for, or on behalf of, the Board.

6. A member must not:-

- (a) disclose information given to him/her in confidence by anyone, or information acquired which s/he believes is of a confidential nature, unless:
  - (i) s/he has the consent of a person authorised to give it;

- (ii) s/he is required by law to do so;
  - (iii) the disclosure is made to a third party for the purpose of obtaining professional legal advice provided that the third party agrees not to disclose the information to any other person; or
  - (iv) the disclosure is:
    - reasonable and in the public interest;
    - made in good faith and in compliance with the reasonable requirements of the Board
- (b) prevent another person from gaining access to information to which that person is entitled by law.
7. A member must not conduct himself/herself in a manner which could reasonably be regarded as bringing his/her office or the Board into disrepute.
8. A member:-
- (a) must not use his/her position as a member improperly to confer on or secure for himself/herself or any other person, an advantage or disadvantage; and
  - (b) must, when using or authorising the use by others of the resources of the Board:-
    - (i) act in accordance with the Board's requirements; and
    - (ii) ensure that such resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate or be conducive to, the discharge of the functions of the Board or of the office to which the member has been elected or appointed.
9. A member must when reaching decisions have regard to any relevant advice provided to him/her by:
- (a) The Board's Chief Finance Officer acting in pursuance of his/her duties under Section 114 of the Local Government Finance Act 1988 or an equivalent provision in any regulations made under Section 6(6) of the Local Government and Housing Act 1989; and
  - (b) The Board's Monitoring Officer acting in pursuance of his/her duties under Section 5(2) of the Local Government and Housing Act 1989.
10. For the purposes of this code, a "co-opted member" is defined as "a person who is not a member of the Board but who:
- (a) is a member of any committee or sub-committee of the Board; or
  - (b) is a member of, and represents the Board on, any joint committee or joint sub-committee of the Board;

and who is entitled to vote on any question that falls to be decided at any meeting of that committee or sub-committee".

## PART 2

### REGISTERING AND DECLARING INTERESTS

11. Members must, within 28 days of taking office as a member or co-opted member, notify the Board's Monitoring Officer of any disclosable pecuniary interests as defined by regulations made by the Secretary of State (see page 98), where the pecuniary interest is the member's, their spouse's or civil partner's, or is the pecuniary interest of someone with whom the member is living as a husband or wife, or as if s/he were civil partners.
12. A member must disclose the interest at any meeting of the Board at which they are present, where they have a disclosable interest in any matter being considered and where the matter is not a 'sensitive interest'.
13. Following any disclosure of an interest not on the Board's register or the subject of pending notification, the member must notify the Monitoring Officer of the interest within 28 days beginning with the date of disclosure.
14. Unless dispensation has been granted, a member may not participate in any discussion of, vote on, or discharge any function related to the matter in which s/he has a pecuniary interest as defined by regulations made by the Secretary of State. The member must withdraw from the room or chamber when the meeting discusses and votes on the matter.
15. For the purposes of this Part, "meeting" means any meeting of
  - (a) the Board;
  - (b) the Executive Committee of the Board; or
  - (c) any of the Board's committees or sub-committees.
15. For the purposes of this Part, a "sensitive issue" is described as a member or co-opted member having an interest, and the nature of the interest being such that the member or co-opted member, and the Board's Monitoring Officer, consider that the disclosure of the details of the interest could lead to the member or co-opted member, or a person connected with the member or co-opted member, being subject to violence or intimidation.

### Registration of Gifts and Hospitality

16. A member must within 28 days of receiving any gift or hospitality over the value of £25 provide written notification to the Board's Monitoring Officer of the existence and nature of that gift or hospitality.

### Location of Registers

17. The Board's Monitoring Officer will hold the Register of Interests and the Register of Gifts and Hospitality with copies being held at the Offices of the Board. The Register will be made available at each Meeting of the Board and the Executive Committee to enable members to update information.

## Disclosable Pecuniary Interests

The regulations specify a member's disclosable pecuniary interests as pecuniary interest covering the members employment, office, trade, profession or vocation, any sponsorship of the member, including contributions towards election expenses, any contracts between the member and the Board, any land the member has an interest in and lies within the area of the Board, any licences the member holds to occupy land in the area, any corporate tenancies and certain securities the member may hold. The following is an extract from the Schedule to the Regulations. It should be noted that a member must disclose pecuniary interests of a spouse, civil partner or someone with whom s/he is living as a spouse or civil partner.

<b>Subject</b>	<b>Prescribed Description</b>
Employment, office, trade, profession or vocation	Any employment, office, trade, profession or vocation carried on for profit or gain.
Sponsorship	Any payment or provision of any other financial benefit (other than from the Board) made or provided within the relevant period in respect of any expenses incurred by the member in carrying out duties as a member or toward his/her election expenses. This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992.
Contracts	Any contract which is made between the member (or a body which the member has a beneficial interest) and the Board <ul style="list-style-type: none"> <li>a) under which goods or services are to be provided or works are to be executed; and</li> <li>b) which has not been fully discharged.</li> </ul>
Land	Any beneficial interest in land which is in the area of the Board
Licences	Any licence (alone or jointly with others) to occupy land in the area of the Board for a month or longer.
Corporate tenancies	Any tenancy where (to the member knowledge) <ul style="list-style-type: none"> <li>a) the landlord is the Board; and</li> <li>b) the tenant is a body in which the relevant person has a beneficial interest.</li> </ul>
Securities	Any beneficial interest in securities of a body where: <ul style="list-style-type: none"> <li>a) that body (to the member's knowledge) has a place of business or land in the area of the Board and</li> <li>b) either <ul style="list-style-type: none"> <li>(i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or</li> <li>(ii) if the share capital of that body is of more than one class, the total nominal value of the share of any one class in which the member has a beneficial interest that exceeds one hundredth of the total issued share capital of that class.</li> </ul> </li> </ul>

**Appendix A**

**COTSWOLDS CONSERVATION BOARD**

**REGISTER OF MEMBERS' INTERESTS**

**NOTICE OF DISCLOSURE OF  
PECUNIARY AND OTHER INTERESTS**

I, \_\_\_\_\_,

a Member of the COTSWOLDS CONSERVATION BOARD, set out below under the appropriate headings the interests which I am required to declare under the Board's Code of Conduct and I have put 'none' where either I have no such interests under any heading or I am unaware of such an interest.

**PART A**

**DISCLOSABLE PECUNIARY INTERESTS**

Members are required to register not only their own interests but also those of their husband or wife, civil partner or of any person with whom they are living as if husband or wife or as civil partners when such interests are known by them.

**1. EMPLOYMENT, OFFICE, TRADE, PROFESSION OR VOCATION**

Any employment, office, trade, profession or vocation carried on by you, or those persons referred to above, for profit or gain (including self-employment).

## **2. SPONSORSHIP**

Any payment or provision of any other financial benefit (other than from the Board) made or provided within the last 12 months in respect of expenses you (or any of the persons referred to above) have incurred in carrying out your duties as a Member or towards your election expenses. This includes any payment or financial benefit from a Trade Union within the meaning of Trade Union and Labour Relations (Consolidation) Act 1992.

## **3. CONTRACTS**

Any contract which is made between you or the persons referred to above (or a body in which you or they have a beneficial interest) and the Board (a) under which goods or services are to be provided or works are to be executed; and (b) which has not been fully discharged.



#### **4. LAND**

Any beneficial interest in land which is within the area of the Cotswolds AONB (N.B. this includes your home - whether you own it or rent it - and any other land or building that you, or the persons referred to above, own or receive rent from).

#### **5. LICENCES**

Any licence (held alone or jointly with others) to occupy land in the area of the Cotswolds AONB for a month or longer.

## 6. CORPORATE TENANCIES

Any tenancy where, to your knowledge, the landlord is the Board and the tenant is a body in which you, or the persons referred to above, has a beneficial interest.

## 7. SECURITIES

Any beneficial interest in securities of a body where:

- (a) that body, to your knowledge, has a place of business or land in the area of the Cotswolds AONB; and
- (b) either:-
  - (i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or
  - (ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which you, or the persons referred to above, has a beneficial interest exceeds one hundredth of the total issued share capital of that class.

**PART B**  
**OTHER INTERESTS**

Members are required to register any interest held by the Member only.

**8. PUBLIC / CHARITABLE AND OTHER EXTERNAL BODIES**

Any body of which you are a Member or in which you have a position of general control or management, in the following categories:-

(a) a body to which you are appointed or nominated by the Board:-

(b) a public authority or body exercising functions of a public nature (including a local authority):-

(c) a body directed to charitable purposes:-

(d) a body whose principal purposes (or one of them) includes the influence of public opinion or policy (including any political party or trade union):-

(e) a professional association:-

(f) a freemasonry group or similar:-

**9. GIFTS AND HOSPITALITY**

The name of any person, organisation, company or other body from whom you have received, by virtue of your Office, gifts and hospitality worth an estimated value of £25 or more.

NONE (delete if not applicable)

**PLEASE ENSURE THAT YOU SIGN THE DECLARATION ON THE NEXT PAGE.**

**DECLARATION**

I recognise that it may be a breach of the Board's Code of Conduct to:-

- 1) omit information that ought to be given in this Notice;
- 2) provide information that is materially false or misleading;
- 3) fail to give further Notices, in order to bring up to date, information given in this Notice after my re-election or reappointment or to fail to declare a Disclosable Pecuniary Interest that I acquire after the date of this Notice and have to declare under the provisions of the Code of Conduct.

I also acknowledge that it may be a breach of the Code of Conduct to:-

- 1) omit information that ought to be given in this Notice;
- 2) provide information that is materially false or misleading;
- 3) fail to provide written notification to the Monitoring Officer of any change in my interests contained in this Notice within 28 days of my becoming aware of such change of circumstances.

I understand that the Board will publish the Register of Members' Interests on the internet.

Signed ..... Dated

RECEIVED

.....

Monitoring Officer - Cotswolds Conservation Board

Date .....

## **2. OFFICERS' CODE OF CONDUCT**

### **Introduction**

The Officer Code of Conduct is intended to lay down guidelines which will help maintain and improve standards and protect employees from misunderstanding or criticism. If an employee considers that they may breach the Code they should seek guidance from the Director at the earliest opportunity. The over-riding principle is that if in doubt, ask. Instances where the Code is broken will be investigated and appropriate action taken. This need not involve the use of the Board's Disciplinary Procedure and will depend on the individual circumstances of the case.

### **Standards**

Public employees are expected to give the highest possible standard of service and conduct to the public, Board members and fellow employees. Employees will be expected, without fear of recrimination, to bring to the attention of the Director any deficiency in the provision of service. Employees must report to the Director any impropriety or breach of procedure.

The Board and its employees are mutually interested in efficient and economical services to the public. It is therefore important that office procedures are properly carried out with legible and tidy records maintained.

### **Disclosure of Information**

It is generally accepted that open government is best. The law requires that certain types of information must be available to members, auditors, government departments, service users and the public. The Board itself may decide to be open about other types of information. Employees must be aware of which information the Board is and is not open about, and act accordingly.

Employees must not use any information obtained in the course of their employment for personal gain or benefit, nor must they pass it on to others who might use it in such a way. Any particular information received by an employee from a Board member which is personal to that Board member and does not belong to the Board should not be divulged by the employee without the prior approval of that Board member, except where such disclosure is required or sanctioned by the law.

Client or customer confidentiality is of the utmost importance and must be maintained at all times by every employee. Even small indiscretions can lead to aggrieved feelings.

When employees are asked by the public or an organisation to recommend a supplier or contractor they should refer them to the approved list published by the relevant professional bodies or associations. If one does not exist then the enquirer should be informed that it is Board policy not to make specific recommendations.

## **Political Neutrality**

Employees serve the Board as a whole. It follows they must serve all Board Members and not just those of a particular group or of a specific committee, and must ensure that the individual rights of all Board members are respected.

Employees must follow every lawful expressed policy of the Board and must not allow their own personal or political opinions to interfere with their work.

## **Relationships**

### **Board Members**

Employees are responsible to the Board through its Director. For some, their role is to give advice to Board members and other officers and all are there to carry out the Board's work. Mutual respect between employees and Board members is essential to good local government. Close personal familiarity between employees and individual Board members can damage the relationship and prove embarrassing to other employees and Board members and should therefore be avoided.

Priority should be given to a Board member's request for information unless this will have a significant affect on the employee's workload, in which case the Director should be informed.

### **The Local Community and Service Users**

Employees should always remember their responsibilities to the community they serve and ensure courteous, efficient and impartial service delivery to all groups and individuals within that community as defined by the policies of the Board.

### **Contractors**

All relationships of a business or private nature between employees and external contractors, or potential contractors, should be disclosed in writing to the Director. Orders and contracts must be awarded on merit, by fair competition against other tenders in accordance with the Board's Financial and Contract Procedure Rules, and no special favour should be shown to businesses run by, for example, friends, partners or relatives in the tendering process. No part of the local community should be discriminated against.

Employees who engage or supervise contractors or have any other official relationship with contractors and have previously had or currently have a relationship in a private or domestic capacity with contractors, should declare that relationship in writing to the Director.

## **Appointments and Other Employment Matters**

Employees involved in appointments should ensure that these are made on the basis of merit. It would be unlawful for an employee to make an appointment which was based on anything other than the ability of the candidate to undertake the duties of the post. In order to avoid any possible

accusation of bias, employees should not be involved in an appointment where they are related to an applicant, or have a close personal relationship outside work with him or her.

Similarly, employees should not be involved in decisions relating to discipline promotion or pay adjustments for any other employee who is a relative, partner, etc.

### **Outside Commitments/Other Employment**

No employee of the Board should undertake outside work if their official duties overlap in some way with their proposed work, if it causes a conflict of interest, or if it makes use of material to which the employee has access by virtue of his or her position. It is irrelevant whether or not the work is paid. It is not always obvious that a conflict may arise and securing permission first gives the employee protection against future criticism.

To ensure nothing conflicts with the employee's role prior consent must be sought in all cases. The employee must seek the consent of the Director to undertake other employment or outside commitment.

The Board is committed to encouraging employees to play a full part in the community and this provision is not intended to discourage people from taking up appointments with voluntary bodies, as a school governor, etc.

### **Patentable Designs, Inventions and Publications**

Any Board employee who proposes to take out a patent for an invention shall, after obtaining provisional protection, send particulars thereof to the Director for submission to the Executive Committee before taking any further steps.

Where the Executive Committee is of the opinion that the invention is connected with the official work performed at any time by the officer concerned, permission to take out a patent will, if granted, be subject to such conditions as to its use as may be imposed, which shall include the right of the Board to use the patent for all time without the payment of any fees or royalties whatsoever but may provide for the payment of a grant, honorarium, or other monetary reward to the officer concerned. Intellectual property gained as a result of employment remains the property of the Board.

Where, on the other hand, the Executive Committee is of the opinion that the invention is in no way connected with the official work performed at any time by the officer concerned, no restrictions will be imposed by the Board.

Patents should not be taken out by Board employees whose duty it is to devise improvements or to examine and report upon the suggestions of others.

If an officer is considering writing or contributing to a publication which is in any way connected with their professional duties or another aspect of their employment with the Board they must, first of all, seek permission from the Director. This is to avoid unauthorised use of Board resources, the opinion of an individual being interpreted as that of the Board or an individual criticising the Board, its members or officers.



Permission must always be sought where an employee can be identified with the Article, correspondence or publication.

### **Personal Interests**

Employees must declare to the Director any financial or non-financial interests that they consider could bring about conflict with the Board's interests. The Director will record the interest in a register and make arrangements to ensure that Board decisions are not adversely influenced by the employees declared interest.

Employees should declare to the Director membership of any organisation not open to the public without formal membership and commitment of allegiance and which has secrecy about rules or membership or conduct.

### **Equality Issues**

All employees should ensure that the Board's Equality Policy is complied with in addition to the requirements of the law. All members of the local community, customers and other employees have a right to be treated with fairness and equity.

### **Separation of Roles during Tendering**

Employees involved in the tendering process and dealing with contractors should be clear on the separation of client and contractor roles within the Board. Senior employees who have both a client and contractor responsibility must be aware of the need for accountability and openness.

Employees in contractor or client units must exercise fairness and impartiality when dealing with all customers, suppliers, other contractors and sub-contractors.

Employees who are privy to confidential information on tenders or costs for either internal or external contractors should not disclose that information to any unauthorised party or organisation.

Employees contemplating a management buyout should, as soon as they have formed a definite intent, inform the Director and withdraw from the contract awarding processes.

Employees should ensure that no special favour is shown to current or recent former employees or their partners, close relatives or associates by employing them in a senior or relevant managerial capacity.

### **Use of Financial Resources**

Employees must ensure that they use public funds entrusted to them in a responsible and lawful manner. They should strive to ensure value for money to the local community and to avoid challenge to the Board.

## **Corruption**

Employees should not use their authority or office for personal gain and should maintain unimpeachable standards of integrity in their business relationships both inside and outside the Board.

Employees must be aware that it is a serious criminal offence for them corruptly to receive or give any gift, loan, fee, reward or advantage for doing or not doing anything or showing favour or disfavour to any person in their official capacity. If an allegation is made it is for the employee to demonstrate that any such reward has not been corruptly obtained.

It is also an offence to receive any payment or reward other than proper remuneration.

## **Gifts and Hospitality**

Employees should only accept offers of gifts or hospitality if all the following criteria have been satisfied:-

- (i) There is a genuine need to impart or gain information or to represent the Board in the community.
- (ii) The gift or hospitality has been properly approved and recorded.
- (iii) It is clear that the gift or hospitality does not compromise the employee's or the Board's position regarding future, current or past contracts or decisions. Employees should be particularly sensitive to the timing of offers of gifts or hospitality in relation to decisions that the Board may have taken, or be about to take, which affect those providing the gift or hospitality.
- (iv) The value of the gift or hospitality is not excessive. The guiding principle should be that the gift or hospitality should not be at a higher level than that which would be reciprocated by the Board.

All gifts and hospitality should be notified to the Director who will record it in a Register. The Register will be reviewed annually and reported to the Executive Committee.

Where gifts or invitations are refused, the officer should ensure that there is a sufficient record on their files to clearly demonstrate this.

Examples of gifts and hospitality are set out below, together with guidance on whether or not they should be accepted.

## **Conferences**

Reasonable hospitality through attendance at relevant conferences, courses, seminars, user groups and meetings is acceptable where it is clear that the hospitality is corporate rather than personal, where approval is given and recorded in the Register in advance and where the Director is satisfied that purchasing or other decisions are not compromised.

Fees, gifts or hospitality received by employees contributing to conferences, seminars, etc, should be approved by the Director and recorded in the Register.

### Exhibitions

Trade exhibitions tickets received free of charge should be used only if the officer's attendance is considered of benefit to the Board. The attendance should be authorised by the Director and recorded in the Register.

### Meals

Where there is an on-going working relationship between the employee and an outside organisation or person and the relationship occasionally involves hospitality such as working lunches, the employee should ensure that expenses are shared equally and are not excessive. Modest bar meals may be acceptable but lunch at expensive venues may not. All such hospitality should be authorised by the Director and recorded in the Register.

### Travel

Free or discounted transport or holidays should not be accepted unless the offer is of a corporate nature open to all officers of the Board and approved by the Director. Acceptance should be recorded in the Register.

### Visits to Suppliers

Where visits to inspect equipment or products are required, employees should ensure that the Board meets the cost of such visits to avoid jeopardising the integrity of subsequent purchasing decisions. Hospitality, over and above light refreshments, should not be accepted from suppliers or prospective suppliers.

### Gifts

Employees should not accept significant personal gifts from contractors, suppliers or anyone who may be affected by decisions made by the Board. Significant gifts include money, vouchers, and bottles of wine or spirits. Whilst it is sometimes difficult to refuse gifts, they should be politely but firmly declined. Gifts from the general public should be treated similarly. When it is impossible to refuse significant gifts it should be passed to the Director who will forward them to a local charity.

Insignificant gifts such as those listed below may be accepted without the need for authority and recording but officers should be aware that they are responsible for determining whether a gift should be accepted and may be called to justify their decision. Insignificant gifts may include small promotional items such as diaries, calendars, pens, mugs, coasters, scrap pads, and paper-weights. If in doubt, seek authority and record it.

## Sporting and Social Events

Sporting and social functions should only be accepted if they are part of the life of the Cotswold AONB community and/or where the Board should be seen to be represented. They should be authorised by the Director and recorded in the Register. Examples include school sports days or competitions involving local teams, representative gatherings of community interest groups, meetings of public organisations and events organised to celebrate achievement affecting the Cotswolds.

Invitations to major sporting and social events such as international or national sporting fixtures, golf days, go karting events, theatre visits, social gatherings or meals as the guest of a supplier, prospective supplier, or other commercial body should be declined.

## Visits

Visits abroad for whatever purpose should only be accepted if they are funded by the Board, approved by the Director and recorded in the Register in advance.

## Sponsorship - Giving And Receiving

Where an outside organisation wishes to sponsor or is seeking to sponsor a Board or employee activity, whether by invitation, tender, negotiation or voluntarily, the basic conventions concerning acceptance of gifts or hospitality apply. Particular care should be taken when dealing with contractors or potential contractors. In any event, sponsorship should be in a form readily identifiable as a contribution from the sponsor separate from any contractual arrangements. Sponsorship received should be approved by the Director and recorded in the Register.

Where the Board wishes to sponsor an event or service neither an employee nor any partner, spouse or relative must benefit from the sponsorship in a direct way without there being full disclosure to the Director of any such interest. Similarly, where the Board, through sponsorship, grant aid, financial or other means gives support in the community, employees should ensure that impartial advice is given and that there is no conflict of interest involved.

## **Grant applications by staff and family**

If you or a close family member or business partner, submit an application for grant, either as an individual or acting as the main contractor or representative of a community group/organisation, national organisation or statutory body, you should clearly include as part of the information supplied with the grant application, details of your (or your family's) employment with the Board.

This fact will be reported to the relevant Grants Sub-Committee or committee responsible for determining the grant application.

# Part 5

## Members' Allowances Scheme

### COTSWOLDS CONSERVATION BOARD

#### SUMMARY OF MEMBERS' ALLOWANCES

APPROVED DECEMBER 2012 FOR THE CALENDAR YEAR 2013

	Rate
<p><u>A. Basic Allowance</u></p> <p>This is a general allowance paid to all Board Members. All Board Members receive the same amount per annum. This allowance is paid automatically to each Board Member on a monthly basis.</p>	<p>£240 per annum per Board Member</p>
<p><u>B. Special Responsibility Allowances</u></p> <p>These are special allowances paid to Board Members who hold positions with significant responsibilities over and above the general duties of an ordinary Board Member. Any such allowance is paid automatically to the relevant Member on a monthly basis.</p> <p>The affected positions and sums payable are as follows:-</p> <p style="padding-left: 40px;">Chairman of the Board/Executive Committee</p> <p style="padding-left: 40px;">Vice-Chairman of the Board/Executive Committee</p> <p style="padding-left: 40px;">Executive Committee Member who is also a Sub Committee Chairman (x 4)</p> <p style="padding-left: 40px;">Executive Committee Member (x 6) (excluding Chairman &amp; Vice Chairman and Sub-Committee Chairmen)</p> <p style="padding-left: 40px;">Sub-Committee Member (x 21) (excluding any Executive Committee Member)</p> <p>N.B. No one Member is entitled to receive more than one special responsibility allowance at any time.</p>	<p>£2,165 per annum</p> <p>£1,445 per annum</p> <p>£ 720 per annum</p> <p>£ 480 per annum</p> <p>£ 240 per annum</p>
<p><u>C. Mileage Allowance</u></p> <p>This is an allowance paid in respect of mileage incurred by a Board Member in travelling to and from official meetings and other approved duties. The rates payable are as follows:-</p>	

	Rate
<p style="text-align: center;"><b>Motor Cycle</b></p> <p style="text-align: center;"><b>Motor Car</b></p> <p>The rates specified above may be increased in respect of the carriage of passengers, not exceeding four, to whom a mileage allowance would otherwise be payable, by</p>	<p>24p per mile</p> <p>40p per mile</p> <p>20p per mile for the first passenger; and 10p per mile for the second and subsequent passengers</p> <p>20p per mile</p>
<p style="text-align: center;"><b>Bicycle</b></p> <p><u>D. Fares/Parking</u></p> <p>A Board Member is able to seek reimbursement of actual expenditure incurred on other fares or parking fees in respect of attendance at official Meetings and other approved duties. Receipts must be produced.</p>	<p>Actual expenditure incurred</p>
<p><u>E. Subsistence Allowance</u></p> <p>A Board Member is able to seek reimbursement of actual expenditure incurred in respect of meals/subsistence when attending official Meetings or other approved duties (when a meal etc. is not provided). Receipts must be produced.</p> <p>Any reimbursed amount must not exceed maxima rates, which currently are as follows:-</p> <p style="text-align: center;"><b>Breakfast allowance (absence from home for more than 4 hours, before 11.00 a.m.)</b></p> <p style="text-align: center;"><b>Lunch allowance (absence from home for more than 4 hours, including the period between 12.00 p.m. and 2.00 p.m.)</b></p> <p style="text-align: center;"><b>Evening meal allowance (absence from home for more than 4 hours, ending after 6.00 p.m.)</b></p>	<p>£6.00</p> <p>£8.00</p> <p>£15.00</p>
<p>In the case of an absence overnight from a Board members usual place of residence (where accommodation is not provided), actual expenditure incurred shall be reimbursed, upon production of receipts, up to a maximum of</p>	<p>£85.00</p>

For an absence overnight in London, the maximum figure against which actual expenditure incurred can be reimbursed, again upon production of receipts, shall be increased by a supplementary figure of

N.B. Reimbursement of actual expenditure incurred, upon production of receipts, up to the maximum rates set out above.

F. Withholding Allowances

Where a Member is suspended or partially suspended from his/her responsibilities or duties as a Member of the Board and/or from his/her responsibilities or duties which attract a special responsibility allowance, that part of the basic allowance and/or special responsibility allowance, and travelling and subsistence allowances, payable to him/her in respect of the period of suspension or partial suspension be withheld.

G. Foregoing Allowances

There is no obligation on any Member to claim any or all of the allowances due to him/her.

A Member may, by annual notice in writing to the Director, elect to forego any part or all of his/her entitlement to an allowance under the scheme.

Rate
£15.00

Approved Duties

The following are deemed to be qualifying approved duties for the purposes of The Conservation Board's Members' Allowances Scheme -

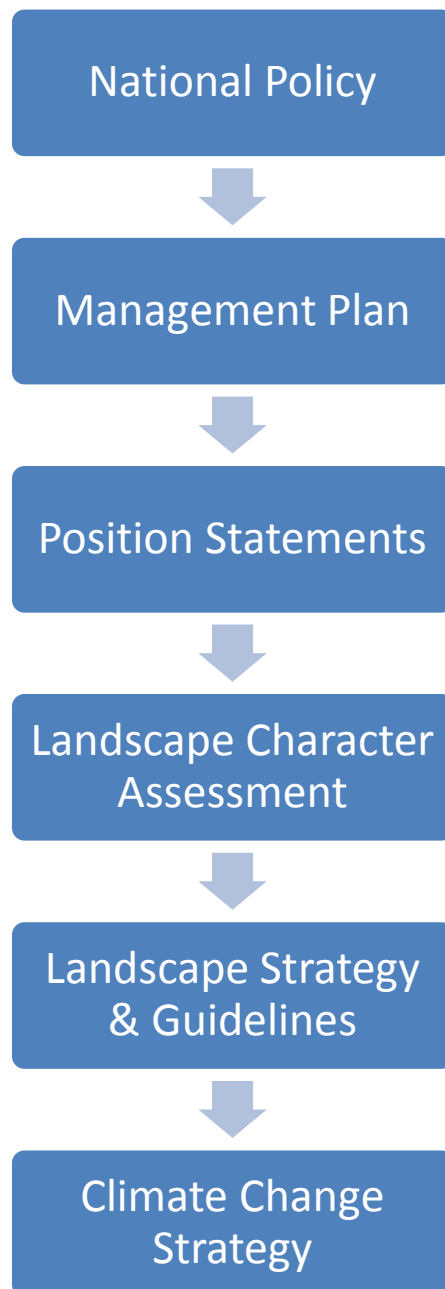
- (i) Attendance at a meeting of the Board;
- (ii) Attendance at a meeting of any committee/sub-committee of the Board;
- (iii) Attendance at a meeting of any panel, working party or other group authorised in advance by the Board;
- (iv) Attendance at a meeting of an association of which the Board is a member, and to which the Board Member concerned has been appointed by the Board to represent it;
- (v) Attendance at seminars/conferences/official visits arranged by or authorised by the Director or Chairman;
- (vi) Attendance at meetings of outside bodies to which a Board Member has been appointed to serve as the Board's representative (except where such allowances are payable by the outside body);
- (vii) Attendance while tender documents are opened in pursuance of any Constitutional requirement which requires a Member to be present;
- (viii) Deputising for the Chairman/Vice-Chairman of the Board by any Member in the absence of both the Chairman and Vice-Chairman of the Board;
- (ix) Attendance at the Board's Offices for discussion by Chairmen and Vice-Chairmen (Board/Committees/Sub-Committees) with Officers on the agenda for a meeting;
- (x) Attendance by the Chairman or Vice-Chairman of a panel, working party or other ad hoc group at a meeting of the Board or a parent Committee of which he/she is not a Member to present the report/recommendations of that panel, working party or ad hoc group and answer questions thereon.



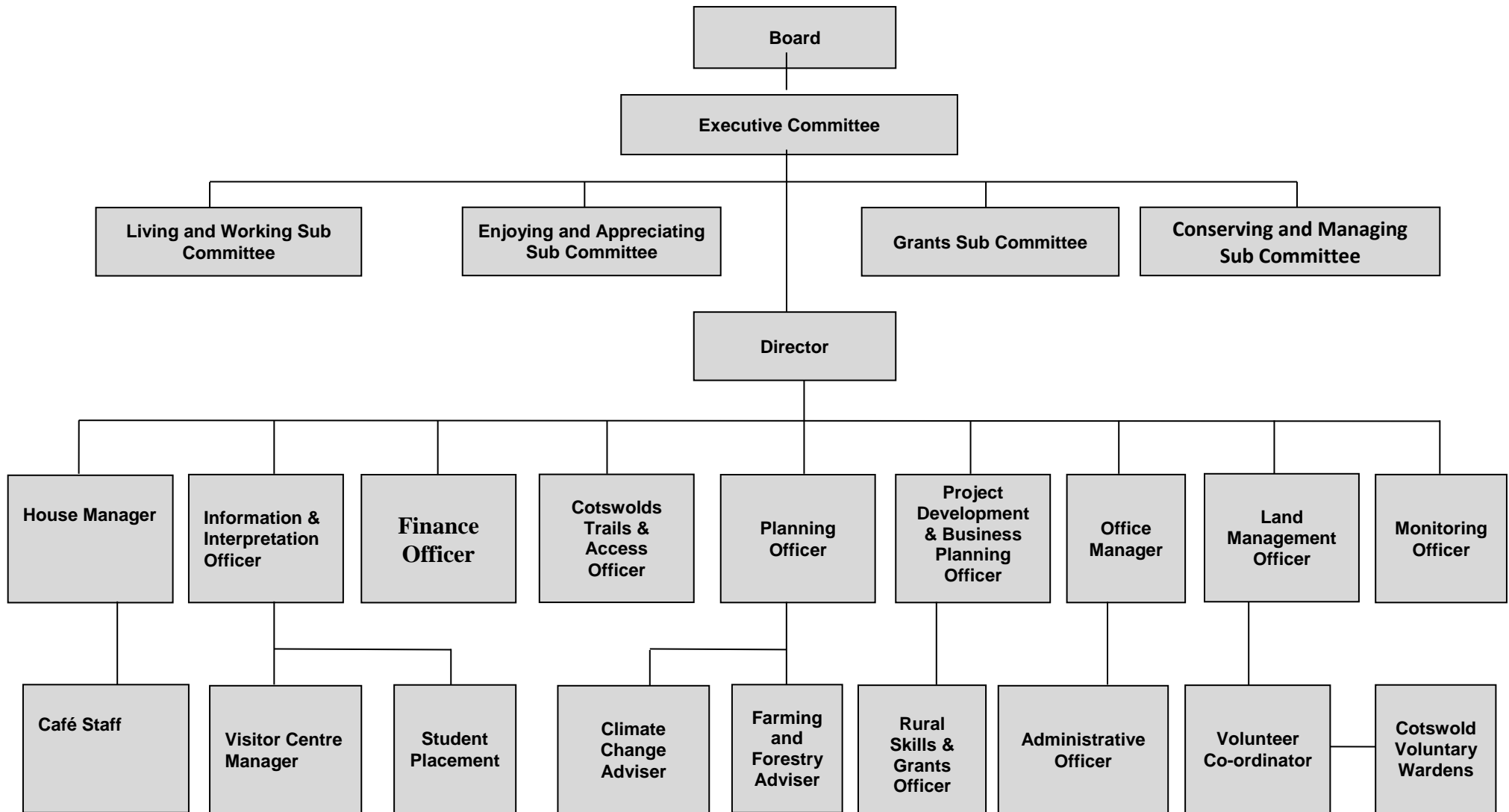
## **Part 6**

# **Corporate Planning & Management Structure**

## CORPORATE POLICY AND PLANNING FRAMEWORK



# COTSWOLDS CONSERVATION BOARD STRUCTURE



COTSWOLDS CONSERVATION BOARD, FOSSEWAY, NORTHLEACH, GLOS GL54 3JH  
 TEL: 01451 862000 EMAIL: [info@cotswoldsaoib.org.uk](mailto:info@cotswoldsaoib.org.uk) [www.cotswoldsaoib.org.uk](http://www.cotswoldsaoib.org.uk)

July 2013